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EXAMINER

DIVISION OF CORPORATION

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CORPDIRECT AGENTS, INC. (formerly CCRS) 515 EAST PARK AVENUE TALLAHASSEE, FL 32301 222-1173

FILING COVER SHEET ACCT. #FCA-14

CONTACT: Kim Weidenbach DATE: 08/09/10 **REF. #:** 000409.130295 CORP. NAME: AEC TORTUGA 31, LLC () ARTICLES OF AMENDMENT () ARTICLES OF DISSOLUTION () ARTICLES OF INCORPORATION () TRADEMARK/SERVICE MARK () FICTITIOUS NAME () ANNUAL REPORT () LIMITED PARTNERSHIP (XX) LIMITED LIABILITY () FOREIGN QUALIFICATION () WITHDRAWAL () REINSTATEMENT () MERGER () CERTIFICATE OF CANCELLATION () OTHER: STATE FEES PREPAID WITH CHECK# 531059 FOR \$ 155.00 **AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:** COST LIMIT: \$ _____ PLEASE RETURN: () CERTIFICATE OF GOOD STANDING () PLAIN STAMPED COPY (XX) CERTIFIED COPY

Examiner's Initials

() CERTIFICATE OF STATUS

ARTICLES OF ORGANIZATION OF AEC TORTUGA 31, LLC

ARTICLE I: - Name

The name of the Limited Liability Company is AEC Tortuga 31, LLC

ARTICLE II: - Address

The mailing address and street address of the principal office of the Limited Liability Company is:

c/o Paulo Miranda Akerman Senterfitt One SE Third Avenue, 25th Floor Miami, FL 33131

ARTICLE III: - Registered Agent, Registered Office, & Registered Agent's Signature The name and the Florida street address of the registered agent are:

CorpDirect Agents, Inc. 515 East Park Avenue Tallahassee, FL 32301

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.

CorpDirect Agents, Inc., Registered Agent

Name: Michele Holden

Title: Assistant Secretary

ARTICLE IV: - Management

The Limited Liability Company is to be managed by one Member or more Members and is, therefore, a member - managed company.

ARTICLE V: - Manager(s) or Managing Member(s)

The name and address of each Managing Member is as follows:

MGRM

AEC Investments Corporation c/o Paulo Miranda One SE Third Avenue 25th Floor Miami, FL 33131

Paulo'Miranda, Authorized Representative of a Member

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Paulo Miranda

Typed or printed name of signee