

Division of Corporations

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FLORIDA LIMITED LIABILITY CO. FLORIDA, LLC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

OF

12773 FLORIDA, LLC

These Articles of Organization of a Limited Liability Company under Florida Statutes Chapter 608 are made and entered into as of the 25th day of August 2010.

1. Name. The name of the limited liability company is **12773 FLORIDA, LLC**.
2. Address. The address of the company's principal office shall be:

1000 Brickell Avenue, Suite 200
Miami, Florida 33131
3. Registered Agent and Address. The initial registered agent of the company is Villanueva, Bajandas & Fitzgerald, LLP, the address of which is:

1000 Brickell Avenue, Suite 200
Miami, Florida 33131.
4. New Members. The members may admit new members upon agreement of the members upon terms determined hereafter by the members.
5. Management. The company shall be managed by its designated managers until the first annual meeting of the members or until a successor is elected and qualifies. The designated managers' names and addresses are as follows:

Managing Member:
Marser Holdings, Inc.
1000 Brickell Avenue, Suite 200
Miami, Florida 33131

Managing Member:
Mel Grupo, Inc.
1000 Brickell Avenue, Suite 200
Miami, Florida 33131

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6. Powers. This company shall have powers listed in Florida Statute 608.404.

7. Transferability. No member may transfer his, her or its interest in the company without the consent of the other members.

8. Regulations. The members shall have the power to adopt, alter, amend, or repeal regulations of the Company containing provisions for the regulations and management of the affairs of the company.

The undersigned executed these Articles of Organization effective as of the date above first stated.



Carlos J. Villanueva, Esq.
Authorized Representative

Preparer:
Carlos Villanueva, Esq.
Villanueva, Bajandas & Fitzgerald, LLP
1000 Brickell Avenue, Suite 200
Miami, Florida 33131
Ph. (305) 377-0086
FL BAR NO. 473741

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 608.415, Florida Statutes, the undersigned limited liability company submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the limited liability company is:

12773 FLORIDA, LLC

2. The name and address of the registered agent and office is:

**Villanueva, Bajandas & Fitzgerald, LLP
1000 Brickell Avenue, Suite 200
Miami, Florida 33131**

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.

Dated as of the 25th August 2010

SIGNED:

Villanueva, Bajandas & Fitzgerald, LLP

BY:



Carlos J. Villanueva, Esq.

**Preparer:
Carlos Villanueva, Esq.
Villanueva, Bajandas & Fitzgerald, LLP
1000 Brickell Avenue, Suite 200
Miami, Florida 33131
Ph. (305) 377-0086
FL BAR NO. 473741**

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