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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

B. KOHR

AUG 27 2010

EXAMINER

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
10 AUG 27 PM 3:41

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

FILING COVER SHEET  
ACCT. #FCA-14

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
10 AUG 27 PM 3 36

CONTACT: Kim Weidenbach

DATE: 08/27/10

REF. #: 001442.131050

CORP. NAME: BR WATERFRONT, LLC

- |  |   |   |
|--|---|---|
| <input type="checkbox"/> ARTICLES OF INCORPORATION   | <input type="checkbox"/> ARTICLES OF AMENDMENT  | <input type="checkbox"/> ARTICLES OF DISSOLUTION      |
| <input type="checkbox"/> ANNUAL REPORT               | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME              |
| <input type="checkbox"/> FOREIGN QUALIFICATION       | <input type="checkbox"/> LIMITED PARTNERSHIP    | <input checked="" type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT               | <input type="checkbox"/> MERGER                 | <input type="checkbox"/> WITHDRAWAL                   |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION |   |   |
| <input type="checkbox"/> OTHER:                      |   |   |

STATE FEES PREPAID WITH CHECK# 536386 FOR \$ 125.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

\_\_\_\_\_ COST LIMIT: \$ \_\_\_\_\_

PLEASE RETURN:

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| <input type="checkbox"/> CERTIFIED COPY        | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input checked="" type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS |   |  |

Examiner's Initials

ARTICLES OF ORGANIZATION  
OF  
BR WATERFRONT, LLC

FILED STATE  
SECRETARY OF CORPORATIONS  
10 AUG 27 PM 3:36

The undersigned, for purposes of forming a limited liability company under the laws of Florida, hereby adopts the following Articles of Organization:

ARTICLE I  
Name

The name of the limited liability company is **BR WATERFRONT, LLC** (the "Company")

ARTICLE II  
Duration

This Company shall exist on the date of the filing of these Articles of Organization with the Secretary of State of Florida. The duration of the Company shall be perpetual.

ARTICLE III  
Nature of Business and Mailing Address

This Company is organized for the purpose of transacting any or all lawful business. The mailing address and the street address of the Company's initial principal office is 3595 Anchorage Way, Miami, Florida 33133.

ARTICLE IV  
Initial Registered Office Agent

The name of the initial registered agent of the Company is John J. Kendrick III, and the street address of the initial registered office of this Company is 2525 Ponce de Leon Blvd., Suite 700, Coral Gables, Florida 33134.

ARTICLE V  
Indemnification

This Company shall indemnify to the fullest extent permitted under and in accordance with the laws of the State of Florida any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was manager, member, director or officer of the Company, or is or was serving at the request of this Company as a manager, member, officer, trustee, employee or agent of or in any other capacity with another company, partnership, joint venture, trust or other enterprise, against expenses (including attorney fee's), judgments, fines and amounts paid in settlement and reasonably incurred by him in connection with such action, suit or proceeding, unless such person breached or failed to

perform his duties as an manager, member, officer, employee, or agent of this Company and such breach constitutes:

(1) a violation of criminal law, unless the manager, member, director, officer, employee or agent had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful;

(2) a transition from which the manager, member, director, officer, employee, agent derived an improper personal benefit, either directly or indirectly; or

(3) recklessness or an act of omission which was committed in bad faith or with malicious purpose in a manner exhibiting wanton and willful disregard for human rights, safety, or property.

A judgment or other final adjudication against a manger, member, director, officer, employee or agent of this Company in any criminal proceeding for violation of criminal law shall estop such person from contesting the fact that his breach or failure to perform constitutes a violation of the criminal law, but such judgment of other final adjudication shall not estop such person from establishing that he has reasonable cause to believe that his conduct was lawful or had no reasonable cause to believe that his conduct was unlawful.

This indemnification provided by this Article shall continue as to an Indemnified Person who has ceased to be a manager, member, director, or officer, or employee and shall inure to the benefit of the estate, heirs, personal representatives, beneficiaries, executors and administrators of such a person. All rights to indemnification and advances under this Article shall be deemed to be a contract between the Company and each Indemnified Person at any time while this Article is in effect. Any repeal or modification of this Article or any repeal or modification of relevant provisions of the Florida Limited Liability Company Act or any other applicable laws shall not in any way diminish the rights to indemnification of such Indemnified Person or the obligation of the Company arising hereunder for claims relating to matters occurring prior to repeal or modification.

#### ARTICLE VI Management

This Company will be managed by the managing members in accordance with the Operating Agreement of the Company. The number of managing members may be increased or diminished from time to time by the Members. The initial managing members, shall serve until the first annual meeting of the managing members, or until their successors are elected and qualified.

The names and street address of the initial managing members of the company are:

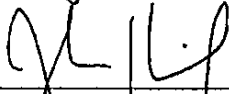
Peter B. Lewis	3595 Anchorage Way Miami, Florida 33133
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Jonathan D. Lewis	3595 Anchorage Way Miami, Florida 33133
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ARTICLE VII  
Amendments

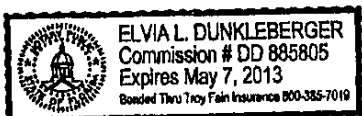
This Company reserves the right to amend or repeal any provisions contained in these Articles of Organization, and any right conferred upon the Members is subject to this reservation.


IN WITNESS WHEREOF, the undersigned authorized representatives of the initial members have executed these Articles the 23<sup>rd</sup> day of August, 2010.

  
\_\_\_\_\_  
John J. Kendrick III, Incorporator

STATE OF FLORIDA                     )  
  ) ss:  
COUNTY OF MIAMI-DADE            )

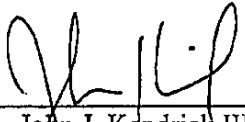
The foregoing instrument was acknowledged before me this 23<sup>rd</sup> day of August, 2010, by John J. Kendrick III, who is personally known before me or who has produced \_\_\_\_\_ as identification.



  
\_\_\_\_\_  
Notary Public, State of Florida  
Print Name: Elvia L. Dunkleberger  
My Commission Expires: 5/7/2013

### ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated Limited Liability Company, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provision of all statutes relative to the proper and complete performance of my duties.

By:   
John J. Kendrick III

Dated: Aug. 23<sup>rd</sup>, 2010