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Division of Corporations

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To: Division of Corporations
Fax Number : (850)617-6383
From: Ana M. Sanz
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Account Number : I20070000136
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FLORIDA LIMITED LIABILITY CO.
NCG FLORIDA CITY LLC

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B. BOSTICK
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EXAMINER

FAX AUDIT #H10000277610 3

**ARTICLES OF ORGANIZATION  
OF  
NCG FLORIDA CITY LLC**

The undersigned, being a duly authorized representative of a Member, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

**ARTICLE I  
NAME**

The name of the limited liability company is NCG FLORIDA CITY LLC (the "Company").

**ARTICLE II  
ADDRESS**

The principal office address of the Company is:

1111 Brickell Avenue  
Suite 2600  
Miami, FL 33131

The mailing address of the Company is:

1111 Brickell Avenue  
Suite 2600  
Miami, FL 33131

**ARTICLE III  
REGISTERED AGENT AND OFFICE**

The name and the Florida street address of the registered agent are:

Interamerican Corporate Services LLC  
2525 Ponce de Leon Blvd., Suite 1225  
Coral Gables, Florida 33134

**ARTICLE IV  
OPERATING AGREEMENT**

The power to adopt, alter, amend, or repeal an operating agreement for the Company shall be vested in the Members of the Company.

**ARTICLE V  
MANAGEMENT**

The Company shall be conducted, carried on, and managed by at least one (1) Manager. The Managers shall also have the rights and responsibilities described in the Operating Agreement of the Company, if applicable. The Managers shall serve in such capacity until its successor is duly elected and qualified.

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The name and address of the initial Managers are as follows:

<u>Title:</u>	<u>Name and Address:</u>
Manager	Carlos Corral 1111 Brickell Avenue, Suite 2600 Miami, FL 33131
Manager	Gregorio Gorriaran 1111 Brickell Avenue, Suite 2600 Miami, FL 33131
Manager	Dionisio Fernandez-Nespral 1111 Brickell Avenue, Suite 2600 Miami, FL 33131
Manager	Efrain C. Lopez 1111 Brickell Avenue, Suite 2600 Miami, FL 33131
Manager	Xavier Perez 1111 Brickell Avenue, Suite 2600 Miami, FL 33131

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**ARTICLE VI**  
**DURATION AND CONTINUATION**

The period of the Company's duration shall commence with the filing of these Articles of Organization with the Secretary of State, and shall continue perpetually, unless terminated (i) in accordance with the Company's Operating Agreement, if applicable or (ii) by the written agreement of a majority of ownership interest if the Company.

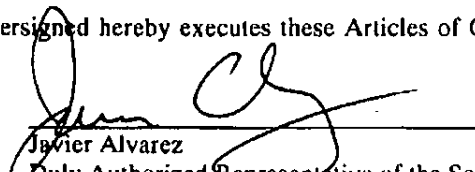
**ARTICLE VII**  
**PURPOSE**

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE VIII**  
**ADDITIONAL MEMBERS**

Additional Members may be admitted upon the approval of a majority of the ownership interest of the Company, upon the written application of such new Member, in the manner set forth in the Operating Agreement of the Company, if applicable.

**IN WITNESS WHEREOF**, the undersigned hereby executes these Articles of Organization as of the 29th day of December, 2010.


  
 \_\_\_\_\_  
 Javier Alvarez  
 Duly Authorized Representative of the Sole Member

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**ACCEPTANCE OF REGISTERED AGENT**

The undersigned agrees to act as registered agent for NCG FLORIDA CITY, LLC to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and acknowledge that the undersigned is familiar with, and accepts, the obligations of such position on this 29th day of December, 2010.

INTERAMERICAN CORPORATE SERVICES LLC

By:   
Asnardo Garro, Manager

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