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ARTICLES OF ORGANIZATION OF LINCOLN ROAD HI LLC

The undersigned hereby executes these Articles for the purpose of forming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. The undersigned further declares that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company (the "Company").

ARTICLE I

NAME

The name of the Company shall be LINCOLN ROAD III LLC.

ARTICLE II

PRINCIPAL PLACE OF BUSINESS

The mailing address and street address of the principal office of the Company are 801 Arthur Godfrey Road, Suite 600, Miami Beach, Florida 33140.

ARTICLE III

REGISTERED OFFICE AND REGISTERED AGENT

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

Dans Devendorf c/o Terranova Corporation 801 Arthur Godfrey Road, Suite 500 Miami Beach, Florida 33140

By execution hereof, the registered agent accepts the appointment as registered agent and agrees to uct in this capacity.

Registered Agent's Signature

Robert A. Chaves, Esq.
Gutter Chaves Josepher Rubin Forman Fleisher P.A.
2101 Corporate Bivd., Suite 107
Bocs Raton, Florida 33431
(881) 998-7847
Fig. Bar No. 283525

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ARTICLE IV

DURATION

The Company shall commence upon filing of these Articles and shall continue in perpetuity unless sooner terminated by operation of law or agreement among the Company's members.

-000-

The undersigned, being an original member of the Company, hereby certifies that the foregoing constitutes the Articles of Organization of LINCOLN ROAD III LLC.

Executed by the undersigned on $\sqrt{24,31}$

MEMBER:

LINCOLN MANAGER, LLC, & Florida

limited liability company

By: Steplies H Bittel, Manager

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