

**Electronic Articles of Organization  
For  
Florida Limited Liability Company**

L11000031873  
FILED 8:00 AM  
March 15, 2011  
Sec. Of State  
jbryan

**Article I**

The name of the Limited Liability Company is:

INTERCAPITAL DP 1 GP LLC

**Article II**

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

21 SE FIRST AVENUE  
10TH FLOOR  
MIAMI, FL. 33131

The mailing address of the Limited Liability Company is:

21 SE FIRST AVENUE  
10TH FLOOR  
MIAMI, FL. 33131

**Article III**

The purpose for which this Limited Liability Company is organized is:

ANY AND ALL LAWFUL BUSINESS, AND ACT AS GENERAL PARTNER TO  
THE FOLLOWING FLORIDA LIMITED PARTNERSHIP: □ □ □ INTERCAPITAL  
DISTRESSED PROPERTIES 1 LTD.

**Article IV**

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

DAVID J. HART PA  
21 SE FIRST AVENUE  
10TH FLOOR  
MIAMI, FL. 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.

Registered Agent Signature: DAVID J. HART

### **Article V**

The name and address of managing members/managers are:

Title: MGR  
JOHNNIE GUERRA TORRES  
C/O 21 SE FIRST AVENUE  
MIAMI, FL. 33131

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### **Article VI**

The effective date for this Limited Liability Company shall be:

03/15/2011

Signature of member or an authorized representative of a member

Electronic Signature: JOHNNIE GUERRA

I am the member or authorized representative submitting these Articles of Organization and affirm that the facts stated herein are true. I am aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S. I understand the requirement to file an annual report between January 1st and May 1st in the calendar year following formation of the LLC and every year thereafter to maintain "active" status.