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STEARNS WEAVER MILLER

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SECRETARY OF STATE
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FLORIDA LIMITED LIABILITY CO.
PONCE AT ALMERIA, LLC

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| Certificate of Status | 0 |
| Certified Copy | 1 |
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION OF
PONCE AT ALMERIA, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608, as amended, hereby makes, acknowledges and files the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company is Ponce at Almeria, LLC (the "Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company is 3001 Ponce de Leon Boulevard, Suite 200, Coral Gables, Florida 33134.

ARTICLE III - DURATION

The period of duration for the Company shall be perpetual.

ARTICLE IV - REGISTERED OFFICE AND AGENT AND ADDRESS

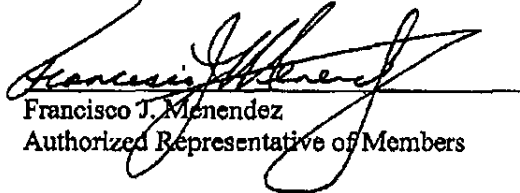
The name and street address of the registered agent of the Company in the State of Florida are:

| <u>Name</u> | <u>Address</u> |
|-----------------------|---|
| Francisco J. Menendez | 150 West Flagler Street, Suite 2200 Miami, Florida 33130 |

ARTICLE V - MANAGEMENT

The Company shall be manager-managed. The names of the initial managers of the Company are Juan Carlos Mas and Alberto J. Perez.

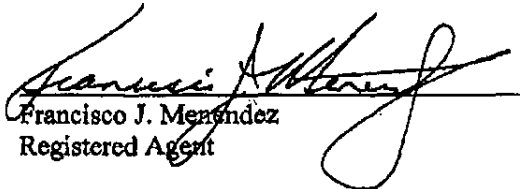
IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Organization for the foregoing uses and purposes this 16th day of November 2011.


Francisco J. Menendez
Authorized Representative of Members

REGISTERED AGENT'S ACCEPTANCE

Having been named as registered agent and to accept service of process for Ponce at Almeria, LLC at the place designated in this certificate, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of his position as registered agent as provided for in Chapter 608, Florida Statutes.

Dated: November 16, 2011


Francisco J. Menendez
Registered Agent