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**AMENDED AND RESTATED ARTICLES OF ORGANIZATION
OF
1080 MARINER LLC**

A FLORIDA LIMITED LIABILITY COMPANY

These Amended and Restated Articles of Organization, May 12, 2015, are for the Florida limited liability company named 1080 Mariner LLC. The original Articles of Organization of 1080 Mariner, LLC, were filed with the Department of State on March 26, 2012. These Amended and Restated Articles of Organization have been duly executed and are being filed in accordance with Fl. Stat. §605.0202. These Articles of Organization amend and restate the original Articles of Organization for 1080 Mariner LLC.

**ARTICLE I
NAME**

The name of the company is 1080 Mariner LLC.

**ARTICLE II
ADDRESS**

The mailing address and the street address of the principal office of 1080 Mariner LLC (the "Company") is 1450 Brickell Avenue, Suite 2520, Miami, Florida, 33131.

**ARTICLE III
REGISTERED AGENT AND REGISTERED OFFICE**

The name and street address of the Registered Agent of the Company is PBYA Corporate Services, LLC, 200 S. Andrews Avenue, Suite 600, Fort Lauderdale, Florida, 33301.

**ARTICLE IV
MANAGEMENT**

The Company is to be managed by one or more managing members and is, therefore, a member-managed company. The managing member of the Company shall be Venture Estates Investments, LLC, which managing member shall serve until removed or a successor is appointed.

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ARTICLE V
LIMITED LIABILITY COMPANY UNITS .

(a) Each limited liability company unit ("Unit" or "Units") in the Company shall constitute a "security" within the meaning of, and governed by, (i) Article 8 of the Uniform Commercial Code (including Fla. Stat. §678.1021(1)(a) thereof) as in effect from time to time in the State of Florida, and (ii) Article 8 of the Uniform Commercial Code of any other applicable jurisdiction that now or hereafter substantially includes the 1994 revisions to Article 8 thereof as adopted by the American Law Institute and the National Conference of Commissioners on Uniform State Laws and approved by the American Bar Association on February 14, 1995.

(b) The Units in the Company shall be evidenced by certificates in the form set forth in the Company's Operating Agreement, and each such certificate shall be executed by the managing members on behalf of the Company. The Company is authorized to issue One Hundred Thousand Units. On the date hereof, a certificate evidencing one hundred thousand (100,000) Units in the Company is being issued to Venture Estates Investments, LLC.

(c) The Company shall maintain books for the purpose of registering the transfer of Units. A transfer of Units in the Company shall be effected by the Company's registering the transfer upon delivery of an endorsed certificate representing the Units being transferred.

(d) Notwithstanding any provision of this Agreement to the contrary, to the extent that any provision of this Agreement is inconsistent with any non-waivable provision of Article 8 of the Uniform Commercial Code as in effect in the State of Florida (Fla. Stat. §678.1011, et seq.) (the "UCC"), such provision of Article 8 of the UCC shall control.

ARTICLE VI
NOTICE OF RESTRICTIONS RELATED TO SECURED LENDER

Pursuant to a Loan and Security Agreement and a Securities Pledge Agreement (the "Loan Agreements"), all of the Members of this Company have pledged all of their Membership Units in the Company to BFG Bank S.A. (the "Secured Lender"). The Loan Agreements provide (among other conditions and requirements) that neither the Members nor the Company shall do any of the following without the express written consent of the Secured Party:

- (1) issue any additional Units or interests in the Company;
- (2) admit any Members or Substitute Members to the Company;

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- (3) Transfer or assign any Units or other interests in the Company to any Person other than the Secured Lender;
- (4) Prior to the full satisfaction of the debt owed to the Secured Lender, make any distributions, either during the Company's operation or upon dissolution or liquidation, to the Members of the Company; or,
- (5) Amend these Articles of Organization.

ARTICLE VII
AMENDMENT

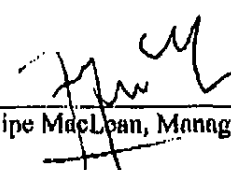
In addition to restrictions on the amendment of these Articles of Organization and the operating agreement of the Company as are required per separate agreement by the Secured Lender, these Articles of Organization and the Operating Agreement of the Company may only be amended with the express written consent of all of the Members.

The undersigned have executed these Amended and Restated Articles of Organization as of the date set forth above.

1080 MARINER LLC

By: Venture Estates Investments, LLC, a
Florida limited liability company, Manager

By:


Felipe MacLean, Manager

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CHANGE OF REGISTERED AGENT

Pursuant to the provisions of Fl. Stat. §605.0114, 1080 Mariner LLC, a Florida limited liability company (the "Company"), with an address of 1450 Brickell Avenue, Suite 2520, Miami, Florida, 33131, designates the following corporation at the following address as its registered agent:

PHYA CORPORATE SERVICES, LLC
200 South Andrews Ave., Suite 600
Fort Lauderdale, Florida 33301

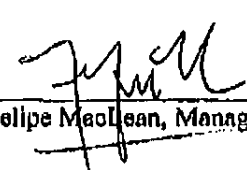
This change of registered agent has been authorized by an affirmative vote of all of the members of the Company.

Dated: May 12, 2015

1080 MARINER LLC

By: Venture Estates Investments, LLC, a
Florida limited liability company, Manager

By:


Felipe Maclean, Manager

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as registered agent and to accept service of process for 1080 Mariner LLC, a Florida limited liability company, at the place designated in this certificate, PBYA Corporate Services, LLC, hereby accepts the appointment as registered agent on behalf of the Company, and agrees to act in this capacity. PBYA Corporate Services, LLC, further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accept the obligations of its position as registered agent as provided for in Chapter 608, Florida Statutes.

Dated: May 12, 2015

PBYA Corporate Services, LLC

By: Perlman, Bajandas, Yevoli & Albright,
P.L., MORM

By: 
Ricardo Bajandas, Esq., Manager

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