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Division of Corporations

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FLORIDA LIMITED LIABILITY CO.  
KINGWOOD SPONSOR, LLC

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**ARTICLES OF ORGANIZATION****OF****KINGWOOD SPONSOR, 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 **KINGWOOD SPONSOR, LLC** (the "Company").

**ARTICLE II**  
**ADDRESS**

The principal office address of the Company is:

175 SW 7 Street  
Suite 1106  
Miami, FL 33130

The mailing address of the Company is:

175 SW 7 Street  
Suite 1106  
Miami, FL 33130

**ARTICLE III**  
**REGISTERED AGENT AND OFFICE**

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

Altis, LLC  
175 SW 7 Street  
Suite 1106  
Miami, FL 33130

**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:

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**ARTICLE V  
MANAGEMENT**

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

The name and address of the initial Manager is as follows:

Title:  
Manager

Name and Address:  
Frank Guerra  
175 SW 7 Street, Suite 1106  
Miami, FL 33130

**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 this Company's Operating Agreement or (ii) by the written agreement of a majority of ownership interest in the Company.

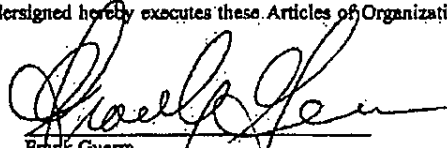
**ARTICLE VII  
PURPOSE**

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.

IN WITNESS WHEREOF, the undersigned hereby executes these Articles of Organization as of the 10<sup>th</sup> day of April, 2012.

  
Frank Guerra  
Duly Authorized Representative of a Member

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**ACCEPTANCE OF REGISTERED AGENT**

The undersigned agrees to act as registered agent for **KINGWOOD SPONSOR, 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 acknowledges that the undersigned is familiar with, and accepts, the obligations of such position on this 10<sup>th</sup> day of April, 2012.

ALTIS, LLC, a Florida limited liability company

By: **ALTIS MANAGER, LLC**, a Florida  
limited liability company

By:   
Frank Guerra, Manager

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