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Florida Department of State

Division of Corporations

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TALLAHASSEE, FLORIDA

FLORIDA LIMITED LIABILITY CO.

CEZANNE PROPERTY, LLC

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**ARTICLES OF ORGANIZATION
OF
CEZANNE PROPERTY, LLC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Chapter 608 of the Florida Statutes (the "Florida Limited Liability Company Act"), the undersigned representative of the members, for the purposes of forming a Florida limited liability company, hereby adopts the following Articles of Organization:

**ARTICLE 1
NAME**

The name of the company is CEZANNE PROPERTY, LLC. (the "Company").

**ARTICLE 2
DURATION AND PLACE OF BUSINESS**

The period of duration of the Company is perpetual and its principal place of business is at 60 SW 13th Street., Unit 201, Miami, FL 33130. The Company may also maintain an office or offices at such other place or places, either within or without the State of Florida as may be determined, from time to time, by the Company's manager.

**ARTICLE 3
MAILING ADDRESS**

The Company's mailing address will be at 2000 Ponce de Leon Blvd., Suite 617, Coral Gables, FL 33134.

**ARTICLE 4
PURPOSE**

The purposes for which the Company is organized are to engage in any lawful act or activity for which corporations may be organized under the Florida Limited Liability Company Act.

**ARTICLE 5
REGISTERED OFFICE AND REGISTERED AGENT**

The registered office of the Company shall be located at 2000 Ponce de Leon Blvd., Suite 625, Coral Gables, FL 33134, or at such location as may be determined by the Company's manager, and the corporation's registered agent shall be Julio C. Barbosa, Esq.

**ARTICLE 6
MANAGEMENT**

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Subject to the provisions of the Florida Limited Liability Company Act, the following provisions are adopted for the management of the business and for the conduct of the affairs of the Company:

6.1. The management of the Company is vested in the managers; and the managers shall have power to exercise all the powers of the Company, including (but without limiting the generality hereof) the power to create mortgages upon the whole or any part of the property of the Company, real or personal, without any action of or by the members, except as otherwise provided in the Company's operating agreement.

6.2. Initial Members. The name of the Company's initial Members are:

- a. Miro Property, Inc.
- b. Marcelo Castro Alves

ARTICLE 7 LIMITATION OF LIABILITY OF MANAGERS AND MANAGING MEMBERS

The liability of the managers and managing members of the Company for monetary damages shall be eliminated to the fullest extent permissible under Section 608.4228 of the Florida Limited Liability Company Act.

ARTICLE 8 INDEMNIFICATION OF COMPANY'S AGENTS.

Subject to the applicable limits set forth in Section 608.4229(2) of the Florida Limited Liability Company Act, the Company is authorized to provide indemnification of its members, managers, managing members, officers, employees, and agents through operating agreement provisions.

IN WITNESS WHEREOF, the undersigned have hereunto executed these Articles of Organization on this 5th day of June 2012.

on behalf of 
Julio C. Barbosa,
as Authorized Representative of the Members

CEZANNE PROPERTY, LLC. ACCEPTANCE OF THE REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent for Cezanne Property, LLC.

on behalf of 
Julio C. Barbosa, Esq.
Date: 6/5/12

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