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FLORIDA LIMITED LIABILITY CO.  
MIAMI RIVER WAREHOUSE, LLC

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PREPARED BY:  
CARLOS DE CESPEDES, ESQ.  
1805 PONCE DE LEON BLVD.  
SUITE 500  
CORAL GABLES, FLORIDA, 33134

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ARTICLES OF ORGANIZATION  
OF  
MIAMI RIVER WAREHOUSE, LLC a Florida Limited Liability Company

PREAMBLE

We, the undersigned, do hereby associate ourselves under the following Articles, for the purpose of forming a limited liability company under the laws of the State of Florida.

ARTICLE I  
NAME

The name and principal place of business of the limited liability company shall be:

MIAMI RIVER WAREHOUSE, LLC a Florida Limited Liability Company  
500 SOUTH DIXIE HIGHWAY  
SUITE 201  
Coral Gables, Florida 33146

ARTICLE II  
GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this limited liability company is:

(1) To engage in any activity or business permitted under the laws of the United States and the State of Florida, except business governed by other regulatory statutes.

ARTICLE III  
LIMITED LIABILITY COMPANY POWERS

This Limited company shall have all powers now and hereafter granted Limited Liability Companies for profit under the laws of the State of Florida.

ARTICLE IV  
TERM OF EXISTENCE

This limited liability company shall exist perpetually.

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**ARTICLE V**  
**MEMBERS WITH INTEREST IN LLC AND MANAGEMENT**

(1) The business of this limited liability company shall be conducted by the following Managing Members:


<u>NAME</u>	<u>ADDRESS</u>
CAROLINA ANTONIA WRIGHT	500 S. DIXIE HIGHWAY SUITE 201 CORAL GABLES, FLORIDA 33146

**ARTICLE VI**

**STREET ADDRESS AND DESIGNATION OF REGISTERED AGENT**

MIAMI RIVER WAREHOUSE, LLC, desiring to organize under the laws of the State of Florida, has designated its principal office and mailing address at 500 S. DIXIE HIGHWAY, SUITE 201, CORAL GABLES, FLORIDA 33146 and has named as its initial Registered Agent, Carlos de Cespedes, whose address is 1805 Ponce de Leon Blvd. Suite 500, Coral Gables, Florida 33134.

DATED this 21 day of June, 2012.

By:   
Carlos de Cespedes, as Attorney for  
MIAMI RIVER WAREHOUSE, LLC

**ACKNOWLEDGMENT OF REGISTERED AGENT**

I, Carlos de Cespedes, having been named to accept Service of Process for MIAMI RIVER WAREHOUSE, LLC, a Florida Limited Liability Company, at the place designated in article I of the attached Articles of Organization, I hereby accept to act in this capacity, accepting the duties as Registered Agent, and agree to comply with the provisions of said act relative to keeping open said office.

DATED this 21 day of June, 2012.

  
CARLOS DE CESPEDES  
Registered Agent

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