

Division of Corporations

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**L12000104649**

Florida Department of State  
Division of Corporations  
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**FLORIDA LIMITED LIABILITY CO.  
BLUE TOWER USA, LLC**

Certificate of Status	0
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EXAMINER

AUG 15 2012

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**ARTICLES OF ORGANIZATION  
OF  
BLUE TOWER USA, 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 BLUE TOWER USA, LLC (the "Company").

**ARTICLE II**

**THE PRINCIPAL BUSINESS AND MAILING ADDRESS**

The principal business and mailing address of the Company is:

201 S. Biscayne Blvd., Suite 800  
Miami, Florida 33131

**ARTICLE III**

**REGISTERED AGENT AND REGISTERED OFFICE**

The Company designates 201 S. Biscayne Blvd., Suite 800, Miami, Florida 33131 as the street address of the initial registered office of the Company and names Law Center of the Americas, LLC as the Company's initial registered agent at such address to accept service of process within this state.

**ARTICLE IV**

**DURATION AND TERMINATION**

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 in accordance with Florida law and also in accordance with the Operating Agreement of the Company, if applicable.

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ARTICLE V

MANAGEMENT

The Company shall be conducted, carried on, and managed by at least one (1) Manager. The Manager(s) shall also have the rights and responsibilities described in the Operating Agreement of the Company, if applicable. The Manager(s) shall serve in such capacity until their successor(s) are duly elected and qualified. All Managers, other than the initial Managers, shall be appointed or elected solely as provided in the Operating Agreement of the Company, if applicable.

ARTICLE VI

INITIAL MANAGER

The name and address of the initial Manager of the Company is:

John Boord  
c/o 201 S. Biscayne Blvd., Suite 800  
Miami, Florida 33131

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 (1) the unanimous written consent of the then existing Members or (2) in the manner set forth in the Operating Agreement of the Company, if applicable.

ARTICLE IX

OPERATING AGREEMENT

The power to adopt, alter, amend, or repeal the Operating Agreement of the Company shall be vested in the Member(s) of the Company in the manner set forth in the Operating Agreement of the Company, if applicable.

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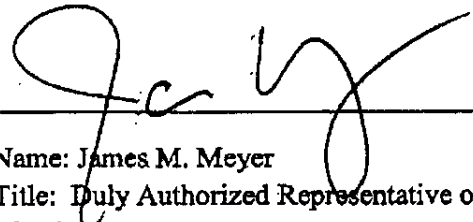
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ARTICLE X

AMENDMENT

The power to adopt, alter, amend, or repeal the Articles of Organization of the Company shall be only upon the unanimous written consent of all the existing Member(s) of the Company or as otherwise provided in and in accordance with the procedures set forth in the Operating Agreement of the Company, if applicable.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 14<sup>th</sup> day of August, 2012.

  
Name: James M. Meyer  
Title: Duly Authorized Representative of a  
Member

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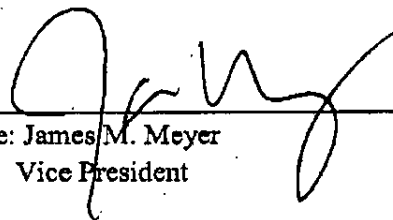
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### ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for BLUE TOWER USA, 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 14<sup>th</sup> day of August, 2012.

LAW CENTER OF THE AMERICAS, LLC

By:   
Name: James M. Meyer  
Title: Vice President

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