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From: Account Name : SHUTTS & BOWEN, LLP
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**FLORIDA LIMITED LIABILITY CO.
COFE FUND 1 - GROVE BAY, LLC**

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**ARTICLES OF ORGANIZATION OF
COFE FUND 1 - GROVE BAY, LLC**

**ARTICLE I
Name**

The name of the Limited Liability Company (the "Company") is:

COFE FUND 1 - GROVE BAY, LLC

**ARTICLE II
Address**

The mailing address and principal office address of the Company is:

1500 San Remo Avenue
Suite 145
Coral Gables, Florida 33146

**ARTICLE III
Registered Agent and Registered Office**

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

Corporation Company of Miami
201 South Biscayne Boulevard
Suite 1500 (LAD)
Miami, Florida 33131

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**ARTICLE IV
Manager/Member**

The Company shall be managed by one or more managers (who shall be designated "Manager(s)") and is, therefore, a manager-managed company. The name and address of the initial Manager of the Company is:

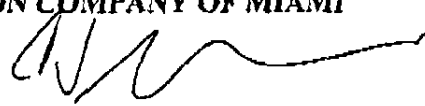
Cofe Properties, LLC
1500 San Remo Avenue
Suite 145
Coral Gables, Florida 33146

Date: September 17, 2012

By: 
Luis A. de Armas, Authorized Representative

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in these Articles, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned 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 accepts the obligations of the position as registered agent as provided for in Chapter 608, F.S.

CORPORATION COMPANY OF MIAMI

By: 
Cavell J. Anderson, Assistant Secretary

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