Division of Corporations Electronic Filing Cover Sheet

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FLORIDA LIMITED LIABILITY CO. COFE FUND 1 - GROVE BAY, LLC

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EXAMINER

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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

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

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

SEARL MAY OF STATE