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Florida Department of State

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NORTH BAY SURF CLUB REAL ESTATE INVESTMENT COMPANY, LLC

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ARTICLES OF ORGANIZATION OF NORTH BAY SURF CLUB REAL ESTATE INVESTMENT COMPANY, LLC

ARTICLE I - Name

The name of the Limited Liability Company is:

NORTH BAY SURF CLUB REAL ESTATE INVESTMENT COMPANY, LLC

ARTICLE II - Address

The mailing and street address of the principal office of the Limited Liability Company is:

176 Northeast 43rd Street

Miami, Florida 33137

ARTICLE III - Duration

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV - Management

The Limited Liability Company shall be managed by one or more managers (who shall be designated "Manager(s)") and is, therefore, a manager-managed company within the meaning of Section 608.422, Florida Statutes. The rights, duties and obligations of the Manager(s) and the member(s) of the Limited Liability Company shall be as set forth in writing in the agreement(s) of the member(s). The initial Manager of the Company is:

North Bay US Capital Management, LLC 176 Northeast 43rd Street Miami, Florida 33137

ARTICLE V - Registered Agent and Office

The name and address of the initial registered agent of the Limited Liability Company is:

Corporation Company of Miami 1500 Miami Center (WGM) 201 S. Biscayne Boulevard Miami, FL 33131

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 19th day of September, 2012.

William G. McCullough, Authorized Representative

09/19/2012 13:02 FAX

REGISTERED AGENT ACCEPTANCE

Having been named to accept service of process for the above-stated limited liability company at the address designated in the articles of organization pursuant to the provisions of Section 608.415, Florida Statutes, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of its duties.

Date: September 19, 2012

CORPORATION COMPANY OF MIAMI

By:_

Cavell J. Anderson, Assistant Secretary

SECRETARY OF STAFE
DIVISION OF CORPORATION