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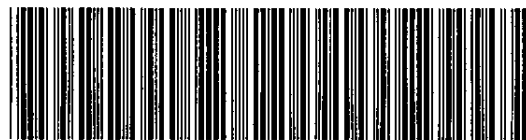
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J. HARRIS

Bolaños Truxton, P.A.

2121 Ponce De Leon Boulevard
Suite 950
Coral Gables, Florida 33134
Telephone: (305) 567-0424
Facsimile: (305) 567-0423

12800 University Drive
Suite 350
Ft. Myers, Florida 33907
Telephone: (239) 437-5421
Facsimile: (239) 437-5797

Reply to Ft. Myers

Email: WCueva@bolanostruxton.com

December 9, 2014

Federal Express

Attn: Registration Section
Division of Corporation
2661 Executive Center Circle
Clifton Building
Tallahassee, FL 32301

Re: Manhattan Florida Properties No. 3, LLC

To whom it may concern:

Please find enclosed the Amended and Restated Articles of Organization for Manhattan Florida Properties No. 3, LLC. I have also enclosed check number 17357 in the amount of \$55.00, which represents the fees for filing and obtaining a Certified Copy of the Amended and Restated Articles of Organization.

If you have any questions, please do not hesitate to call.

Sincerely,



Wendi Cueva
Florida Registered Paralegal

**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
MANHATTAN FLORIDA PROPERTIES NO. 3, LLC**

The undersigned, as the Authorized Member of MANHATTAN FLORIDA PROPERTIES NO. 3, LLC, a Florida limited liability company (the "Company"), hereby confirms that the Members of the Company have approved the following Amended and Restated Articles of Organization which replaces the Articles of Organization which were filed with the Secretary of State on October 31, 2012, pursuant to the provisions of Section 605.0202, Florida Statutes.

Article I – Name

The name of this Company is:

MANHATTAN FLORIDA PROPERTIES NO. 3, LLC

Article II– Principal Office

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

18500 Von Karman Avenue, Suite 1100
Irvine, CA 92612

Article III– Duration

The Company commenced its existence upon the filing of the Articles of Organization with the Secretary of the State of Florida on October 31, 2012. The Company shall have perpetual existence.

Article IV - Management

The Company shall be managed by the Member and is, therefore, a member-managed company. The name and address of the Authorized Member is:

Banc of California, National Association
18500 Von Karman Avenue, Suite 1100
Irvine, CA 92612

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Article V- Registered Agent

The registered agent and the street address of the registered agent of this Company in the State of Florida shall be:

Weissman & Dervishi PA
One Southeast Third Avenue, Suite 1700
Miami, FL 33131

Article VI - Amendment

These Articles of Organization may be amended or repealed upon the unanimous approval of then existing Members of the Company.

In Witness Whereof, the undersigned has executed the foregoing Amended and Restated Articles of Organization as the Authorized Member of the Company as of this 5th day of December, 2014.

Authorized Member:

Banc of California, National Association

By: 

Name: Mary Cackis

Title: VP Legal Affairs

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**CERTIFICATE ACCEPTING DESIGNATION AS AN AGENT UPON WHOM
SERVICE OF PROCESS WITH THIS STATE MAY BE SERVED**

The following is submitted pursuant to Chapter 605, Florida Statutes:

Having been appointed registered agent of MANHATTAN FLORIDA PROPERTIES NO. 3, LLC in its Articles of Organization, the undersigned hereby agrees to act in this capacity and affirms that he is familiar with, and accepts, the obligations of such position.

Weissman & Dervishi, PA

By: B S Dervishi

Brian S. Dervishi
One Southeast Third Avenue
Suite 1700
Miami, Florida 33131

Dated: DECEMBER 5, 2014

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