

**Electronic Articles of Organization  
For  
Florida Limited Liability Company**

L12000144364  
FILED 8:00 AM  
November 15, 2012  
Sec. Of State  
bbostick

**Article I**

The name of the Limited Liability Company is:

RITZ COCONUT GROVE CAPITAL PARTNERS, LLC

**Article II**

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

801 BRICKELL AVE  
9TH FLOOR, OFFICE 933  
MIAMI, FL. 33131

The mailing address of the Limited Liability Company is:

801 BRICKELL AVE  
9TH FLOOR, OFFICE 933  
MIAMI, FL. 33131

**Article III**

The purpose for which this Limited Liability Company is organized is:

ACQUISITION, OPERATE, MANAGE AND INVEST IN THE RITZ HOTEL  
IN COCONUT GROVE, FLORIDA. SINGLE INVESTMENT PRIVATE  
EQUITY INVESTMENT VEHICLE.

**Article IV**

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

KEY BISCAYNE PRIVATE EQUITY PARTNERS, LLC  
801 BRICKELL AVE  
OFFICE 933  
MIAMI, FL. 33131

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Registered Agent Signature: RAFAEL BENAVENTE

### **Article V**

The name and address of managing members/managers are:

Title: MGRM  
KEY BISCAYNE PRIVATE EQUITY PARTNERS, LLC  
801 BRICKELL AVE. #933  
MIAMI, FL. 33149

**L12000144364**  
**FILED 8:00 AM**  
**November 15, 2012**  
**Sec. Of State**  
bbostick

### **Article VI**

The effective date for this Limited Liability Company shall be:

11/14/2012

Signature of member or an authorized representative of a member

Electronic Signature: RAFAEL BENAVENTE

I am the member or authorized representative submitting these Articles of Organization and affirm that the facts stated herein are true. I am aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S. I understand the requirement to file an annual report between January 1st and May 1st in the calendar year following formation of the LLC and every year thereafter to maintain "active" status.