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FLORIDA LIMITED LIABILITY CO.
Historic Duval Street, LLC

Certificate of Status	1
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**ARTICLES OF ORGANIZATION
OF
HISTORIC DUVAL STREET, LLC**

The undersigned hereby organizes a limited liability company under the provisions of the Florida Limited Liability Company Act (the "Act"), and pursuant to the following Articles of Organization:

ARTICLE 1

Name

The name of this limited liability company is Historic Duval Street, LLC (hereafter, the "Company").

ARTICLE 2

Effective Date

This Company shall have perpetual existence, commencing on the date that these Articles of Organization are filed with the Florida Department of State.

ARTICLE 3

Mailing Address and Principal Office

The mailing address and the street address of the principal office of the Company is 201 Front Street, Suite 224, Key West, Florida 33040.

ARTICLE 4

Initial Registered Office and Agent

The street address of the initial registered office of this Company is 601 Bayshore Boulevard, Suite 700, Tampa, Florida 33606, and the name of the initial registered agent of this Company at that address is Leslie Wager Hudock.

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ARTICLE 5

Management of the Company

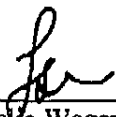
The Company is to be managed by one or more managers and is, therefore, a manager-managed company. The name and mailing address of the initial managers of the company are:

Edwin O. Swift, III
201 Front Street
Suite 224
Key West, Florida 33040

Christopher C. Belland
201 Front Street
Suite 224
Key West, Florida 33040

Gerald R. Mosher
201 Front Street
Suite 224
Key West, Florida 33040

IN WITNESS WHEREOF, the undersigned authorized representative of the members has executed these Articles of Organization this 29th day of November, 2012.



Leslie Wager Hudock, as Authorized Representative

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE OF
HISTORIC DUVAL STREET, LLC**

Pursuant to the provisions of Section 608.415 of the Florida Statutes, the undersigned limited liability company submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the limited liability company is: Historic Duval Street, LLC.
2. The name and address of the registered agent and office is:

Leslie Wager Hudock
Barnett, Bolt, Kirkwood, Long & McBride
601 Bayshore Boulevard, Suite 700
Tampa, FL 33606

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 as provided for in Chapter 608, Florida Statutes.

Dated: November 29, 2012.



LESLIE WAGER HUDOCK

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