

**L13000017823**

Florida Department of State  
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(((H13000026924 3)))



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To:

Division of Corporations  
Fax Number : (850) 617-6383

From:

Account Name : ARAZOZA & FERNANDEZ-FRAGA P.A.  
Account Number : 076624003440  
Phone : (305) 444-6226  
Fax Number : (305) 442-4829

**\*\*Enter the email address for this business entity to be used for annual report mailings. Enter only one email address please.\*\***

Email Address: \_\_\_\_\_

**FLORIDA LIMITED LIABILITY CO.  
GGP HOLDINGS USA LLC**

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$125.00

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**FEB -5 2013**

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ARTICLES OF ORGANIZATIONOFGGP HOLDINGS USA LLC

The undersigned members to these Articles of Organization hereby associate themselves together to form a Limited Liability Company under the laws of the State of Florida.

ARTICLE I  
NAME

The name of this Limited Liability Company is: GGP HOLDINGS USA LLC.

ARTICLE II  
GENERAL NATURE OF BUSINESS

The Limited Liability Company may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III  
TERM OF EXISTENCE

This Limited Liability Company is to exist perpetually. The Limited Liability Company's business will continue without regard to the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company.

ARTICLE IV

The principal office and mailing address of this Limited Liability Company in the State of Florida is at 8390 SW 72 Ave, Apt. # 610, Miami, Florida 33143. The Board of Managers may from time to time move the principal office to another address in Florida.

ARTICLE V  
REGISTERED OFFICE, REGISTERED AGENT

That GGP HOLDINGS USA LLC, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Organization at the County of Miami-Dade, State of Florida, hereby designates ARAZOZA & FERNANDEZ-FRAGA P.A., as its Registered Agent, to accept services within the State. The registered office of the corporation shall be 2100 SALZEDO STREET, SUITE 300, CORAL GABLES, FL 33134.

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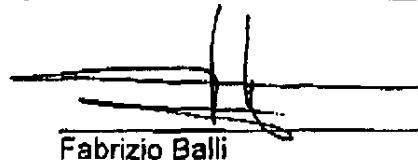
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ARTICLE VI  
MANAGEMENT

The Limited Liability Company is to be managed by one or more managers and is, therefore, a manager - managed company. The initial Managers/Officers shall be:

FABRIZIO BALLI, of  
8390 SW 72 Ave, Apt # 610, Miami, Florida 33143

WITNESS the hand and seal of the Manager in Miami, Florida, the 4<sup>th</sup> day of February, 2013.

  
Fabrizio Balli

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TALLAHASSEE, FLORIDA

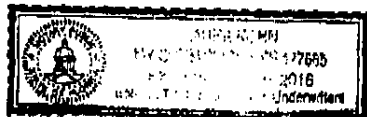
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STATE OF FLORIDA )  
COUNTY OF MIAMI-DADE ) ss:

PERSONALLY appeared before me, Fabrizio Balli who is personally known to me or presented his FL DRIVER'S LIC as identification, who being by me first duly sworn, acknowledges that he signed the same for the purposes therein expressed.

WITNESS my hand and seal at Miami-Dade County, Florida this 4<sup>th</sup> day of February, 2013.

My commission expires:



  
NOTARY PUBLIC  
STATE OF FLORIDA AT LARGE

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

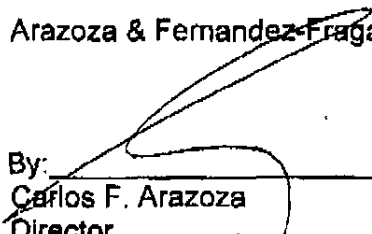
In compliance with Section 48.091, Florida statutes, the following is submitted:

FIRST: That GGP HOLDINGS USA LLC, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the County of Miami-Dade, State of Florida, has named ARAZOZA & FERNANDEZ-FRAGA P.A. as its Agent, of 2100 Salzedo Street, Suite 300, Coral Gables, FL 33134, to accept service of process within Florida.

Having been named to accept service of process for the above stated Limited Liability Company, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

The Registered Agent

Arazoza & Fernandez-Fraga

By:   
Carlos F. Arazoza  
Director

Date: February 4, 2013

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