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## Florida Department of State

Division of Corporations

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**FLORIDA LIMITED LIABILITY CO.**  
**THE MUSEUM CLUB TOWER DEVELOPMENT, LLC**

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**ARTICLES OF ORGANIZATION**

**OF**

**THE MUSEUM CLUB TOWER DEVELOPMENT, LLC**

The undersigned for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608, hereby make, acknowledge, and file the following Articles of Organization pursuant to Florida Statutes §608.411(3).

**ARTICLE I  
NAME**

The name of the limited liability company shall be THE MUSEUM CLUB TOWER DEVELOPMENT, LLC (the "Company").

**ARTICLE II  
ADDRESS**

The initial mailing address and street address of the principal office of the Company is S.W. 8<sup>th</sup> Street, No. 359, Miami, Florida 33130.

**ARTICLE III  
DURATION**

The Company shall commence its existence on the date the Articles of Organization are filed with the Florida Department of State. The Company's existence shall be perpetual unless the Company is dissolved earlier as provided in these articles of organization or in the operating agreement.

**ARTICLE IV  
REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent of the Company in the state of Florida is as follows:

Santiago J. Padilla, P.A.  
1001 Brickell Bay Drive, Suite 3200  
Miami, Florida 33131

**ARTICLE V  
ADMISSION OF NEW MEMBERS**

Except as set forth in the operating agreement, no additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company

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THE MUSEUM CLUB TOWER DEVELOPMENT, LLC

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and on the terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the operating agreement of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all of the members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

#### ARTICLE VI MANAGEMENT

The Company shall be a Manager-Managed company as provided in Florida Statutes, §608.422, and shall be managed by the managers in accordance with Florida law and the operating agreement adopted by the members for the management of the business and affairs of the Company. The operating agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these articles of organization. Set forth below is/are the name(s) of the initial Managers of the Company, who has/have been duly designated to manage the Company as provided in Florida Statutes, §608.422(4), and who will have the respective titles set forth below, with each Manager having the capacity to bind the Company and make decisions on behalf of the Company without the consent of the other Manager:

Manager Name and Address

Title

Ivan Sherman  
247 S.W. 8th Street, No. 359  
Miami, Florida 33130

Manager

#### ARTICLE VII INDEMNIFICATION

To the fullest extent permitted under, in accordance with or not prohibited by the laws of the State of Florida, as amended from time to time, the Company shall indemnify and hold harmless each manager from and against any and all losses, claims, damages, liabilities or expenses of whatever nature, as incurred, arising out of or relating to the fact that such party was or is a manager of the Company. Notwithstanding the foregoing, no indemnification may be made to or on behalf of a manager if a judgment or other final adjudication adverse to such manager establishes (1) that his or her acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated, or (2) that he or she personally gained in fact a personal profit or other advantage to which he or she was not legally entitled.

Articles of Organization 2  
THE MUSEUM CLUB TOWER DEVELOPMENT, LLC

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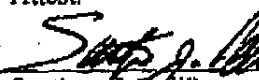
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ARTICLE VIII  
AMENDMENT

These Articles of Organization may be amended in any manner now or hereafter provided for by law and all rights conferred upon the Members hereunder are granted subject to this reservation.

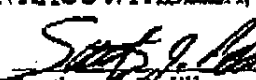
IN WITNESS WHEREOF, the undersigned organizer has executed these Articles of Organization on this the 19 day of February, 2013.

Attest:

  
Santiago J. Padilla,  
Secretary of Organizer

SANTIAGO J. PADILLA, P.A.

By:

  
Santiago J. Padilla,  
President of Organizer

Santiago J. Padilla, P.A.  
1001 Brickell Bay Drive, Suite 3200  
Miami, Florida 33131

Articles of Organization 3  
THE MUSEUM CLUB TOWER DEVELOPMENT, LLC

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**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND REGISTERED OFFICE**

In compliance with Florida Statutes, Section 608.415, the following is submitted:

THE MUSEUM CLUB TOWER DEVELOPMENT, LLC, desiring to organize as a corporation under the laws of the State of Florida, has designated 1001 Brickell Bay Drive, Suite 3200, Miami, Florida 33131 as its initial Registered Office and has named Santiago J. Padilla, P.A., with a business office located at said address, as its initial Registered Agent.

Date: February 19 2013

Attest:

*Santiago J. Padilla*  
Santiago J. Padilla,  
Secretary of Organizer

SANTIAGO J. PADILLA, P.A.

By: *Santiago J. Padilla*  
Santiago J. Padilla,  
President of Organizer

Santiago J. Padilla, P.A.  
1001 Brickell Bay Drive, Suite 3200  
Miami, Florida 33131

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ACKNOWLEDGEMENT OF REGISTERED AGENT

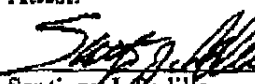
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THE MUSEUM CLUB TOWER DEVELOPMENT, LLC

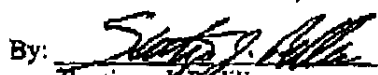
Having been named as Registered Agent for the above stated limited liability company, at the designated Registered Office, the undersigned hereby accepts said appointment and agrees to comply with the provisions of Florida Statutes Section 608.415 relative to keeping open said office. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the obligations of the undersigned's position as registered agent.

Date: February 19 2013

Attest:

  
Santiago J. Padilla,  
Secretary of Organizer

SANTIAGO J. PADILLA, P.A.

By:   
Santiago J. Padilla,  
President of Organizer

Santiago J. Padilla, P.A.  
1001 Brickell Bay Drive, Suite 3200  
Miami, Florida 33131

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