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**FLORIDA LIMITED LIABILITY CO.
LINCOLN ROAD III HOLDINGS, LLC**

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**ARTICLES OF ORGANIZATION OF
LINCOLN ROAD III HOLDINGS, LLC**

The undersigned hereby executes these Articles for the purpose of forming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. The undersigned further declares that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company (the "Company").

ARTICLE I**NAME**

The name of the Company shall be LINCOLN ROAD III HOLDINGS, LLC.

ARTICLE II**PRINCIPAL PLACE OF BUSINESS**

The mailing address and street address of the principal office of the Company are 801 Arthur Godfrey Road, Suite 600, Miami Beach, Florida 33140.

ARTICLE III**REGISTERED OFFICE AND
REGISTERED AGENT**

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

Dana Devendorf
c/o Terranova Corporation
801 Arthur Godfrey Road, Suite 600
Miami Beach, Florida 33140

By execution hereof, the registered agent accepts the appointment as registered agent and agrees to the duties and responsibilities of the registered agent.


Registered Agent's Signature

Robert A. Chaves, Esq.
Gutter Chaves Josepher Rubin Forman Fleisher Miller P.A.
2101 Corporate Blvd., Suite 107
Boca Raton, Florida 33431
(561) 988-7847
Fla. Bar No. 283525

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ARTICLE IV

DURATION

The Company shall commence upon filing of these Articles and shall continue in perpetuity unless sooner terminated by operation of law or agreement among the Company's members.

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The undersigned, being an original member of the Company, hereby certifies that the foregoing constitutes the Articles of Organization of LINCOLN ROAD III HOLDINGS, LLC.

Executed by the undersigned on April 23, 2014.

MANAGING MEMBER:

LINCOLN MANAGER, LLC, a Florida
limited liability company

By: 
Stephen H. Bittel, Manager

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