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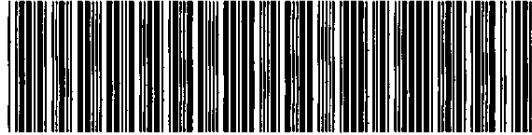
(Business Entity Name)

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16 MAY 31 AM 9:04

SECRETARY OF STATE
TALLAHASSEE FLORIDA

11/11

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Midtown Plaza LLC
Name of Limited Liability Company

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Isabel V. Colleran, Esq.

Name of Person

Blaxberg, Grayson, Kukoff & Forteza, PA

Firm/Company

25 SE 2 Avenue, Suite 730

Address

Miami, FL 33131

City/State and Zip Code

legalassistC@Blaxgray.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Shelly Gonzalez

305

381-7979

at ()

Name of Person

Area Code

Daytime Telephone Number

Enclosed is a check for the following amount:

☐

\$125.00 Filing Fee

☐

\$130.00 Filing Fee &
Certificate of Status

☒

\$155.00 Filing Fee &
Certified Copy
(additional copy is enclosed)

☐

\$160.00 Filing Fee,
Certificate of Status &
Certified Copy
(additional copy is enclosed)

Mailing Address

New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**ARTICLES OF ORGANIZATION
OF MIDTOWN PLAZA LLC**

FILED

16 MAY 31 AM 9: 04

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These ARTICLES OF ORGANIZATION OF MIDTOWN PLAZA LLC (the "Company"), are made and entered into as of this 19th day of May, 2016, and shall be effective as of the filing hereof with the Florida Department of State (the "Effective Date").

WITNESSETH:

WHEREAS, the Company to be formed as a limited liability company under the Florida Limited Liability Company Act by filing its Articles of Organization with the Secretary of State of the State of Florida;

and

NOW, THEREFORE, in consideration of the covenants and agreements set forth herein and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Managing Member does hereby certify and agrees as follows:

ARTICLE I

Name; Formation

The name of the Company is MIDTOWN PLAZA LLC

ARTICLE II

Address

- a. The street address of the principal office of the Company is: 4955 SW 83rd Street, Miami, FL 33143
- b. The mailing address of the Company is: 4955 SW 83rd Street, Miami, FL 33143

ARTICLE III

Purpose

The purpose of the Company is to engage in any lawful act or activity for which limited liability companies may be organized under the Florida Revised Limited Liability Company Act. The Company shall have all of the powers and privileges conferred by the laws of the State of Florida.

The Company's business and purpose shall be limited to owning, developing, construction, collection and management of that property located at 235 NE 29th Street, Miami, FL 33137 (the "Property") and activities incidental thereto.

ARTICLE IV
Single Member

The only member of the Company shall be 29 Street Acquisition, LLC, a Florida Limited Liability Company with an address of 25 SE 2nd Avenue, Suite 730, Miami, FL 33131.

ARTICLE V
Subordination of Indemnification Provisions

Notwithstanding any provision hereof to the contrary, any indemnification claim against the Company arising under the Article, any operation agreement or the laws of the state of organization of the Company shall be fully subordinate to the Debt to: **there is presently no debt or mortgage on the subject property**, and shall only constitute a claim against the Company to the extent of, and shall be paid by the Company in monthly installments only from the excess of net operation income of the Company for any month over all obligations (including payments of taxes, insurance and operation expenses and funding any required reserves) then due under the Debt.

ARTICLE VI
Registered Agent

Appointment of Registered Agent: The name and Florida street address of the Registered Agent is:

Simon Karam
4955 SW 83 Street, Miami, FL 33143

ARTICLE VII
Limitations

The following provisions regulate the internal affairs of MIDTOWN PLAZA LLC:

1. A unanimous vote of the Member is required to take or cause Midtown Plaza LLC to take any of the following actions:
 - (a) causing Midtown Plaza LLC, to become insolvent;
 - (b) commencing any case, proceeding or other action on behalf of Midtown Plaza LLC under any existing or future law of any jurisdiction relating to the bankruptcy, insolvency, reorganization or relief of debtors;
 - (c) instituting proceedings to have Midtown Plaza LLC adjudicated as bankrupt or insolvent;
 - (d) consenting to the institution of bankruptcy or insolvency proceedings against Midtown Plaza LLC.

- (e) filing a petition or consent to a petition seeking reorganization, arrangement, adjustment, winding-up, dissolution, composition, liquidation or other relief on behalf of Midtown Plaza LLC of its debts under any federal or state law relating to bankruptcy;
 - (f) seeking or consenting to the appointment of a receiver, liquidator, assignee, trustee, sequestrator, custodian or any similar official for Midtown Plaza LLC or a substantial portion of the properties of Midtown Plaza LLC.
 - (g) making any assignment for the benefit of Midtown Plaza LLC creditors; or
 - (h) taking any action or causing Midtown Plaza LLC to take any action in furtherance of any of the foregoing;
2. Midtown Plaza LLC, a Florida Limited Liability Company shall not;
- (a) Amend the Articles of Organization or operation agreement, if any, without the consent of the managing member;
 - (b) Engage in any business activity other than as set forth in Article III (titled Purpose), or
 - (c) Dissolve, liquidate, consolidate, merge, or sell all or substantially all of Midtown Plaza LLC assets without the consent of the managing member;
3. Midtown Plaza LLC, a Florida Limited Liability Company shall:
- (a) Not commingle its assets with those of any other entity and holds its assets in its own name;
 - (b) Conduct its own business in its own name;
 - (c) Maintain bank accounts, books, records, accounts and financial statements separate from any other entity;
 - (d) Maintain its books, records, resolutions and agreements as official records and separate from any other entity;
 - (e) Pay its own liabilities out of its own funds;
 - (f) Maintain adequate capital in light of contemplated business operations;
 - (g) Observe all limited liability company formalities;
 - (h) Maintain an arm's length relationship with its affiliates;
 - (i) Pay the reasonable salaries of its own employees and maintain a sufficient number of employees in light of contemplated business operations;

- (j) Not guarantee or become obligated for the debts of any other entity or hold out its credits as being available to satisfy the obligations of others;
 - (k) Not acquire obligations or securities of affiliates or its members;
 - (l) Not make loans to any other person or entity;
 - (m) Allocate fairly and reasonably any overhead for shared office space; use separate stationery, invoices and checks;
 - (n) Not pledge its assets for the benefit of any other entity;
 - (o) Hold itself out as a separate entity and correct any known misunderstanding regarding its separate identity; and
 - (p) Not identify itself or any of its affiliates as a division or part of the other.
4. The managing member of Midtown Plaza LLC is to consider the interest of the Midtown Plaza LLC's creditors in connection with all corporate actions.

NEW REGISTERED AGENT'S SIGNATURE:

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 relative 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 605, F.S. Or, if this document is being filed to merely reflect a change in the registered office address, I hereby confirm that the limited liability company has been notified in writing of this change.

Signature: _____

Simon Karam

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16 MAY 31 AM 9:04
SECRETARY OF STATE
TALLAHASSEE FLORIDA

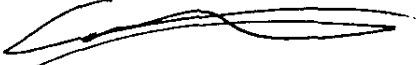
ARTICLE V
Member

a. The names and addresses of the persons authorized to manage the Company are:

Simon Karam as Manager
4955 SW 83 Street, Miami, FL 33143

IN WITNESS WHEREOF, the undersigned have duly executed these Articles of Organization of Midtown Plaza LLC, as of **May 19th, 2016** and affirms that the facts stated herein are true.

Signature: _____


29 Street Acquisition, LLC, Sole Member, by
Simon Karam, Manager of Upper Edge Holdings
LLC, Manager of 29 Street Acquisition, LLC