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FLORIDA LIMITED LIABILITY CO.
SM BRICKELL LLC

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**ARTICLES OF ORGANIZATION
OF
SM BRICKELL LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Revised Limited Liability Company Act, pursuant to Chapter 605 of the Florida Statutes, hereby makes, acknowledges and files the following Articles of Organization (the "Articles").

ARTICLE I. NAME

The name of the limited liability company is SM Brickell LLC (the "Company").

ARTICLE II. MAILING AND STREET ADDRESS

The mailing address and street address of the principal office of the Company shall be 1600 Ponce de Leon Boulevard, Suite 807, Coral Gables, Florida 33134.

ARTICLE III. REGISTERED AGENT AND OFFICE

The name of the initial registered agent and the street address of the registered office of the Company in the State of Florida is CF Registered Agent, Inc., a Florida corporation, 100 S. Ashley Drive, Suite 400, Tampa, Florida 33602.

ARTICLE IV. MANAGEMENT

The Company shall be a manager managed limited liability company and shall be managed in accordance with the Operating Agreement adopted by the members for the management of the business and affairs of the Company. The initial Manager of the Company shall be Cristiano Beraldo, 1600 Ponce de Leon Boulevard, Suite 807, Coral Gables, Florida 33134.

ARTICLE IV. AUTHORIZED REPRESENTATIVE

The name and address of the authorized representative of the organizing member of the Company executing these articles of organization are:

<u>Name</u>	<u>Address</u>
Robert B. Macaulay	100 SE Second Street Suite 4200 Miami, Florida 33131

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Organization on this 23rd day of September, 2016.



Robert B. Macaulay, Authorized
Representative

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Company, at the place designated as the registered office, the undersigned hereby accepts the appointment as registered agent and agrees to act in that capacity. 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 duties and obligations of the undersigned's position as registered agent.

Dated this 23rd day of September, 2016.

Registered Agent:

**CF Registered Agent, Inc., a Florida
corporation**

By: Robert B. Macaulay
Robert B. Macaulay, Authorized
Representative