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PRIME MARINA SA HOLDINGS, LLC**

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AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
PRIME MARINA SA HOLDINGS, LLC

These Amended and Restated Articles of Organization are submitted for the purpose of amending and restating the previously filed Articles of Organization of Prime Marina SA Holdings, LLC, a Florida limited liability company, which was previously formed pursuant to the Florida Revised Limited Liability Company Act, Chapter 605, Florida Statutes, as the same may from time to time be amended, superseded or replaced (the "Act").

ARTICLE I - NAME

The name of this limited liability company (the "Company") is Prime Marina SA Holdings, LLC.

ARTICLE II - ADDRESS

The initial address of the principal office and the initial mailing address of the Company are 2550 S. Bayshore Drive, Suite 208, Miami, FL 33133.

ARTICLE III - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Company is 100 Whetstone Place, Suite 200, St. Augustine, FL 32086 and the name of its initial registered agent at such address is Richard Q. Lewis, III.

ARTICLE IV - MANAGEMENT OF THE COMPANY

The Company is to be managed by the members and is, therefore, a member-managed company. The initial Managing Member of the Company is JBH Naples, LLC, a Florida limited liability company.

ARTICLE V - LIMITED LIABILITY

Except as otherwise expressly provided by the Act, no member, manager, officer, agent or employee of the Company shall be personally liable for the debts, obligations or liabilities of the Company, whether arising in contract, tort or otherwise, or for the acts or omissions of any other member, manager, officer, agent or employee of the Company.

IN WITNESS WHEREOF, the undersigned, being the Managing Member of the Company, has executed these Amended and Restated Articles of Organization this 20th day of July, 2017. In accordance with Section 605.0205(3), Florida Statutes, the execution of this document constitutes an affirmation under penalties of perjury that the facts stated herein are true.

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JBH Naples, LLC, a Florida limited liability
Company

By: 
Jose Hevia, Its Managing Member

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 605.0113, Florida Statutes, the below named limited liability company, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida:

- I. The name of the limited liability company is:

Prime Marina SA Holdings, LLC

2. The name and address of the registered agent and office are:

**Rogers Towers, P.A.
c/o Richard Q. Lewis, III
100 Whetstone Place, Suite 200
St. Augustine, FL 32086**

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED LIMITED LIABILITY COMPANY AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Dated: July 20, 2017

FL

Signature of Registered Agent

Rogers Towers, P.A.

By: 

Richard Q. Lewis, III