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LIMITED LIABILITY COMPANY

BARON RIVERWALK, LLC

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 28, 1998

ATLAS, PEARLMAN, TROP & BORKSON, P.A.

SUBJECT: BARON RIVERWALK, LLC
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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must contain the names and street addresses of the members or managers of the limited liability company.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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**ARTICLES OF ORGANIZATION
OF
BARON RIVERWALK, LLC**

These Articles of Organization are made for the purpose of organizing a Florida Limited Liability Company under the Florida Limited Liability Act, Chapter 608, Florida Statutes.

**ARTICLE I
NAME**

The name of this limited liability company is BARON RIVERWALK, LLC (the "Company").

**ARTICLE II
ADDRESS**

The Company's mailing address and street address of the principal office of the Company is 1428 Brickell Avenue, Suite 600, Miami, Florida 33131.

**ARTICLE III
DURATION**

Unless and until the Company is dissolved by the unanimous consent of the members or by law, the Company will exist in perpetuity from the date of the Company's existence.

**ARTICLE IV
REGISTERED AGENT AND OFFICE**

The name of the initial registered agent of the Company is Robert S. Geiger, P.A.. The street address of the initial registered agent of the Company is 1428 Brickell Avenue, Suite 600, Miami, Florida 33131.

**ARTICLE V
MANAGEMENT**

The Company will be managed by managers, as further provided in the Regulations of the Company. Except as authorized by the managers, no member is an

ALAN H. BASEMAN, ESQ., FLA. BAR #561347
Atlas, Peariman, Trop & Borkson, P.A.
200 E. Las Olas Blvd.,
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agent of the Company or has the authority to make any contracts, enter into any transactions, or make any commitments on behalf of the Company. **GREGORY K. McGRATH**, whose street address is 1428 Brickell Avenue, Suite 600, Miami, Florida 33131, will serve as manager until the first annual meeting of the members or until its successor is elected and qualifies. Thereafter, the Company will be managed by at least one manager who must be elected, and may be removed, as provided in the regulations of the Company.

ARTICLE VI REGULATIONS

The members may adopt, alter, amend, or repeal regulations of the Company to the fullest extent permitted by law.

ARTICLE VII ADMISSION OF ADDITIONAL MEMBERS

The members of the Company may admit additional members as provided in the regulations of the Company.

ARTICLE VIII MEMBERS RIGHTS TO CONTINUE BUSINESS

Upon the death, retirement, resignation, bankruptcy, or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a member in the Company ("Dissolution Event"), the business of the Company may be continued so long as there are at least two remaining members and all remaining members consent to the continuation of business. The manager(s) of the Company must call a Special Meeting of Members to be held within 90 days after the Dissolution Event for purposes of determining whether the business should be continued.

ARTICLE IX DATE OF EXISTENCE OF THE COMPANY

The existence of the Company shall commence on the date of filing the Articles of Organization by the Florida Department of State.

ARTICLE X INDEMNIFICATION

The Company must indemnify each manager, member, officer, employee, or agent of the Company to the fullest extent permitted by Florida law.

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is BARON RIVERWALK, LLC.
2. The name and the Florida address of the registered agent are:

ROBERT S. GEIGER, P.A.
1428 Brickell Avenue, Suite 600
Miami, Florida 33131

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.

ROBERT S. GEIGER, P.A.

By: _____

Robert S. Geiger
President

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**ARTICLE XI
AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

The undersigned member certifies:

- 1) the above named limited liability company has two members;
- 2) the total amount of cash contributed by the members is \$10.00;
- 3) no other property has been contributed by the members; and
- 4) the total amount of cash and property contributed and anticipated to be contributed by members is \$10.00.

The undersigned executed these Articles of Organization effective as of this 27th day of August, 1998.



Signature of member or authorized
representative of member

(In accordance with Section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

ALAN H. BASEMAN

Typed or printed name

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