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To: Division of Corporations
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From: Account Name : CORPDIRECT AGENTS, INC.
Account Number : 110450000714
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FLORIDA PROFIT/NON PROFIT CORPORATION DOWNTOWN PROPERTIES INVESTMENTS 3, INC.

Certificate of Status	1
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ARTICLES OF INCORPORATION
OF
DOWNTOWN PROPERTIES INVESTMENTS 3, INC.

ARTICLE I - NAME

The name of this corporation is DOWNTOWN PROPERTIES INVESTMENTS 3, INC.
(the "Corporation").

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation are:

325 South Biscayne Blvd., Unit 2515
Miami, FL 33131

ARTICLE III - PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have authority to issue is
One Hundred (100) shares of common stock, each share having a par value of \$0.01.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is:

515 E. Park Avenue
Tallahassee, FL 32301

and the name and address of the initial registered agent of the Corporation are:

NRAI Services, Inc.
515 E. Park Avenue
Tallahassee, FL 32301

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ARTICLE VI -- COMMENCEMENT

The Corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State of Florida.

ARTICLE VII -- INCORPORATOR

The name and address of the person signing these Articles of Incorporation as incorporator are:

Jeremy Milgroom
325 South Biscayne Blvd., Unit 2515
Miami, FL 33131

ARTICLE VIII -- BYLAWS

The power to alter, amend or repeal the Bylaws of the Corporation shall be vested in each of the Board of Directors and the shareholders of the Corporation.

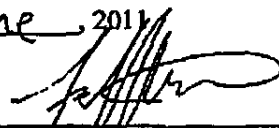
ARTICLE IX -- INDEMNIFICATION

The Corporation shall indemnify any officer, director or incorporator, or any former officer, director or incorporator, of the Corporation to the fullest extent permitted bylaws.

ARTICLE X -- AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as incorporator thereof therein as of the 6 day of June, 2011.



Jeremy Milgroom, Incorporator

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**ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT**

The undersigned, NRAI Services, Inc., which has been designated in the foregoing Articles of Incorporation as registered agent for the corporation therein named, hereby agrees that (i) it accepts such appointment as registered agent and will accept service of process for and on behalf of said corporation, and (ii) it is familiar with and will comply with any and all laws relating to the complete and proper performance of the duties and obligations of a registered agent of a Florida corporation.

Dated: as of June 6, 2011.

NRAI SERVICES, INC.

By: Katie Wonsch
Name: Katie Wonsch
Title: Assistant Secretary

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