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Account Name : MINOTT GORE, P.A.
Account Number : I20100000050
Phone : (305)913-1333
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FLORIDA LIMITED LIABILITY CO.
SMG Managing LLC

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EXAMINER

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ARTICLES OF ORGANIZATION
of
SMG MANAGING LLC
(A Florida Limited Liability Company)

The undersigned, desiring to form a Limited Liability Company in the State of Florida pursuant to Florida Statute, Chapter 608, hereby certifies:

ARTICLE I - NAME

The name of the limited liability company shall be SMG MANAGING LLC, hereinafter referred to as the "Company".

ARTICLE II - ADDRESS

The principal street address and mailing address of the Company is 1521 Alton Road, #142, Miami Beach, Florida 33139.

ARTICLE III - PURPOSE

The Company is organized to conduct business for any and all lawful purposes under the laws of the State of Florida.

ARTICLE IV - MANAGEMENT

The Company shall be managed by one or more managers, who may also be members of the Company. The initial member-manager of the Company shall be Gil Kivetz. The Operating Agreement may contain additional information or provisions concerning the management and regulation of the Company and its affairs, but shall not be inconsistent with the laws of the State of Florida or these Articles.

ARTICLE V - REGISTERED AGENT

The Registered Agent of the Company shall be Minott Gore, P.A. The address of the Registered Office is 201 S. Biscayne Blvd., Suite 2800, Miami, FL 33131. The Registered Agent accepts this designation and agrees to comply with the provisions of Chapter 608 F.S. regarding the same.

ARTICLE VI - DURATION

The Company's duration shall commence upon the filing of these Articles with the Florida Department of State and shall continue in perpetual existence, unless earlier dissolved by operation of law or: (i) in accordance with the Company's Operating Agreement, or (ii) upon

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unanimous written consent of all the membership interests entitled to vote on such matters.

ARTICLE VII – AMENDMENT

These Articles may be amended only as provided by law or in accordance with the Company's Operating Agreement.

ARTICLE VIII - ORGANIZER

IN WITNESS WHEREOF, the undersigned, as a duly authorized representative of the Company, has set his hand this 12th day of August 2011.



Gil Kivetz

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ACCEPTANCE OF REGISTERED AGENT DESIGNATION

The undersigned hereby agrees to accept the designation of registered agent for SMG MANAGING LLC. In this capacity, the undersigned agrees to accept service of process at the place designated in the Articles of Organization and comply with all the obligations and duties required by Chapter 608 F.S.

Name: Keesonga Gore
Minott Gore, P.A.

Signature: K. Gore

Date: 8/10/11