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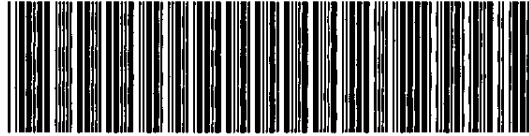
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TALLAHASSEE, FLORIDA

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J. Patrick Buckley III *
Buckley@JPBEsq.com



THE LAW OFFICES OF
J. Patrick Buckley III
A Legal Professional Association

David J. Shestokas**
Shestokas@JPBEsq.com

January 13, 2012

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: Articles of Organization, Better Spaces Southeast, LLC

Dear Secretary:

Enclosed please find Articles of Organization for Better Spaces Southeast, LLC. The appropriate filing fee of \$125.00 is enclosed. Please feel free to contact me should you have any questions.

Sincerely,

J. Patrick Buckley

"Dictated, but not read; signed in absence to avoid delay."
J. Patrick Buckley III

JPB/jlb

Enc.

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TALLAHASSEE, FLORIDA

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*Admitted by:
Supreme Court of Florida
U.S. District Court for the Middle District of Florida
U.S. Eleventh Circuit Court of Appeals
U.S. Court of Appeals for the Armed Forces
United States Supreme Court

**Admitted by:
Supreme Court of Florida
U.S. District Court for the Middle District of Florida
Supreme Court of Illinois
United States District Court for the Northern District of Illinois

**ARTICLES OF ORGANIZATION OF
Better Spaces Southeast, LLC**

The undersigned certifies that, for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit, declare that the following Articles shall serve as the Charter and authority of the conduct of business of the limited liability company.

**ARTICLE I
NAME, PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The name of the limited liability company shall be **Better Spaces Southeast, LLC**, and its mailing address and principal office shall be located at 2849 S.W. 51st Street, in the City of Cape Coral, County of Lee, State of Florida but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

**ARTICLE II
PURPOSES AND POWERS**

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law,

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while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and settlements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

**ARTICLE III
EXERCISE OF POWERS**

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

**ARTICLE IV
MEMBERS**

The Limited Liability Company is reserved to its Managing Members whose names and addresses are as follows:

M 2 Southeast, LLC
2849 S.W. 51st Street
Cape Coral, Florida 33914

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**ARTICLE V
CAPITAL CONTRIBUTIONS**

Contributions to the capital of the company shall be made by the members, in the manner prescribed by the written Operating Agreement made and entered into by the members and which may be amended from time to time in accordance with its terms.

**ARTICLE VI
CONTINUITY OF BUSINESS**

On the death, resignation, expulsion, bankruptcy, or dissolution of a member, or in the occurrence of any other event that terminates the continued membership of a member in the company, or upon any other event, that under the act, would result in the dissolution of the company, the business of the company may be continued and the company will not be dissolved without prior written consent of all of the remaining managing members and members of the company. This provision will be strictly governed by the Company's Operating Agreement.

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**ARTICLE VII
INDEMNIFICATION**

Each member and officer of the Limited Liability Company, whether or not then in office, shall be indemnified by the Limited Liability Company against all cost and expense reasonably incurred or imposed upon him in connection with or arising out of any claim, demand, action, suit or proceeding in which he may be involved or to which he may be made a party by reason of his being or having been a member or officer of the Limited Liability Company, said expense to include attorneys' fees and the cost of reasonable settlement made with a view to curtailment of cost of litigation, except in relation to matters as to which he finally shall be adjudged in any such action, suit, or proceeding to have been derelict in the performance of his duty as such officer or member. Such right of indemnification shall not be exclusive of any other rights to which he may be entitled as a matter of law; and the foregoing right of indemnification shall inure to the benefit of the heirs, executors and administrators of any such member or officer.

**ARTICLE VIII
DURATION**

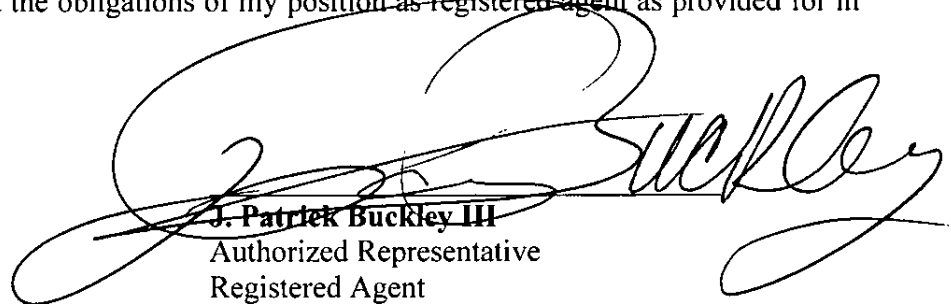
This Limited Liability Company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

**ARTICLE IX
INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the Limited Liability Company is 1342 Colonial Boulevard, Suite H-60, City of Fort Myers, County of Lee, State of Florida and the name of the company's initial Registered Agent at that address is J. Patrick Buckley III.

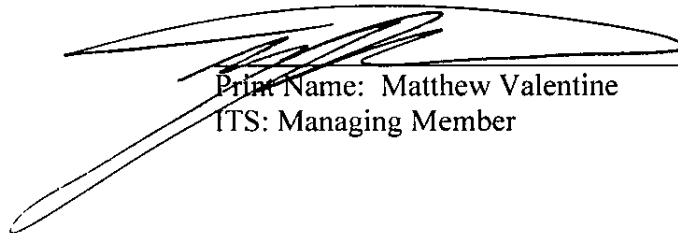
IN WITNESS THEREOF, the undersigned has executed these Articles of Organization on behalf of the Company this 13th day of January, 2012.

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 as provided for in Chapter 608, F.S.


J. Patrick Buckley III
Authorized Representative
Registered Agent

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

M 2 Southeast, LLC


Print Name: Matthew Valentine
ITS: Managing Member

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