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JUL 26 2012
 L. SELLERS

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**FLORIDA LIMITED LIABILITY CO.
 BLOOMINGDALE LITHIA, LLC**

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**ARTICLES OF ORGANIZATION
OF
BLOOMINGDALE LITHIA, LLC**

1. Name. The name of this limited liability company is **BLOOMINGDALE LITHIA, LLC**, a Florida limited liability company (the "Company"), and it shall be formed as a limited liability company under Chapter 608 of the laws of the State of Florida.

2. Duration. The Company shall exist from the date of filing of these Articles of Organization with the Florida Secretary of State, and the Company's existence shall be perpetual.

3. Purpose. The Company is organized for the purpose of transacting all lawful activities and businesses that may be conducted by a limited liability company under the laws of Florida, subject to the Operating Agreement of the Company.

4. Place of Principal Office. The mailing and street address of the Company's principal office is **400 N. Tampa Street, Suite 2600, Tampa, FL 33602.**

5. Registered Agent and Office. The name of the initial registered agent of the Company is **Christopher W. Brewer**. The street address of the initial registered agent of the Company is **400 N. Tampa Street, Suite 2600, Tampa, FL 33602.**

6. Management of the Company. The Company shall be managed by one or more managers in accordance with the Operating Agreement adopted by all of the members and is, therefore, a manager-managed company. The initial Managers of the Company shall be:

Deutsch Ventures, LLC
400 N. Tampa Street, Suite 2600
Tampa, FL 33602

The undersigned executed these Articles of Organization on the 23rd day of June, 2012.

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



Christopher W. Brewer
Authorized Representative

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ACCEPTANCE BY REGISTERED AGENT

Having been named *Registered Agent* and designated to accept service of process for the within-named Company, at the place designated herein, and being familiar with the obligations of that position, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Christopher W. Brewer

Dated: July 23, 2012

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