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FLORIDA LIMITED LIABILITY CO.
BROOKSTONE SUPERIOR II, LLC

Certificate of Status	1
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**ARTICLES OF ORGANIZATION OF
BROOKSTONE SUPERIOR II, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608, as amended, hereby makes, acknowledges and files the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company is Brookstone Superior II, LLC (the "Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company is 160 S. Dixie Highway, Suite 107, Hollywood, Florida 33020.

ARTICLE III - DURATION

The period of duration for the Company shall be perpetual.

ARTICLE IV - REGISTERED OFFICE AND AGENT AND ADDRESS

The name and street address of the registered agent and the registered office of the Company in the State of Florida are:

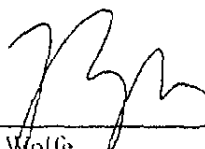
<u>Name</u>	<u>Address</u>
Leon Wolfe	160 S. Dixie Highway, Suite 107 Hollywood, FL 33020

ARTICLE V - MANAGEMENT

The Company shall be member managed. The name and address of the initial members are:

Jorge & Awilda Lopez 160 S. Dixie Highway #107 Hollywood, FL 33020	M3 Acquisitions, LLC 2100 Hollywood Blvd. Hollywood, FL 33020	M.S. Mades Family Limited Partnership 5870 SW 86 th Street South Miami, FL 33143
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IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Organization for the foregoing uses and purposes this 6 day of November 2013.



Leon Wolfe,
Authorized Representative

REGISTERED AGENT'S ACCEPTANCE

Having been named as registered agent and to accept service of process for Brookstone Superior II, LLC at the place designated in this certificate, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of her duties, and is familiar with and accepts the obligations of her position as registered agent as provided for in Chapter 608, Florida Statutes.

Dated: November 6, 2013



Leon Wolfe, Registered Agent