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FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 30, 2015

PAUL J BURNS
142525 WALSINGHAM RD
LARGO, FL 33774

SUBJECT: SOUTH USA BEACH, LLC
Ref. Number: W15000006791

We have received your document for SOUTH USA BEACH, LLC and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Effective January 1, 2014, all limited liability company forms must be submitted in accordance with the Revised Limited Liability Company Act, Chapter 605, Florida Statutes.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6051.

Justin M Shivers
Regulatory Specialist II
Registration/Qualification Section

Letter Number: 215A00001890

Paul J. Burns, Esq.

12525 Walsingham Road
Largo, FL 33774
(727) 595-4540
(727) 596-1016 Fax

January 14, 2015

Florida Department of State
Division of Comm. Recording
P.O. Box 6327
Tallahassee, FL 32314

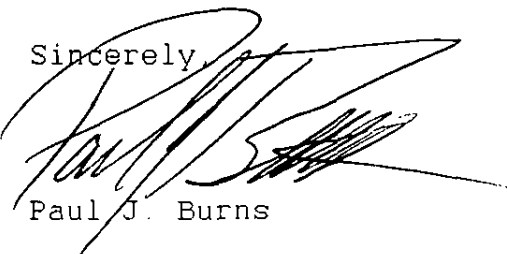
Re: SOUTH USA BEACH, LLC.

Dear Sir/Madam:

Enclosed please find Articles of Organization for the above entity. Kindly file the same and return a filed copy to my office. I have enclosed a check in the amount of \$125.00 for your fees.

If anything further is needed, do not hesitate to contact my office.

Sincerely,



Paul J. Burns

ARTICLES OF ORGANIZATION OF SOUTH USA BEACH, LLC.

The undersigned, being authorized to execute and file these Articles of Organization, hereby certifies that:

ARTICLE I — Name:

The name of the limited liability company (hereinafter referred to as the "Company") is "SOUTH USA BEACH, LLC."

ARTICLE II — Address:

The mailing address of the Company is 11324 West Ruth Avenue, Peoria, AZ 85345, and the street address of the principal office is 204 Oleander Circle, Panama City Beach, FL 32413

ARTICLE III — Registered Agent:

The name and the Florida street address of the initial registered agent are Paul J. Burns, 12525 Walsingham Road, Largo, FL 33774.

ARTICLE IV — Management:

The Company is to be managed by the members. The names and addresses of the initial members are:

SASHA JOSEPH COHN, 11324 West Ruth Avenue, Peoria, AZ 85345 (AMBR)

ALEXANDRA NICOLE COHN, 647 Sunset Avenue, Venice, CA 90291 (AMBR)

ARTICLE V — Limitation on Agency Authority of Members:

Pursuant to section 605.04074 of the Florida Limited Company Act, no member of the Company, other than the initial members, shall be an agent of the Company solely by virtue of being a member.

ARTICLE VI — Purpose:

The purpose for which this limited liability company is organized is to engage in any activity or business permitted under the laws of the United States and of this state.

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TALLAHASSEE FLORIDA

ARTICLE VII --- Limitation on Liability of Members:

The members and managers, if any, shall not be liable for any debts, obligations or liabilities of the Company.

ARTICLE VIII — Restriction of Transfer of Certificates of Membership:

The membership certificates to be issued to the members as evidence of ownership may not be transferred by the members, their heirs or assigns without first offering to sell the same to the other members. Terms and conditions shall be set forth within the Operating Agreement to be executed by the members of the Company.

IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledged them to be my act this day, February 9, 2015.

(In accordance with section 605.0203 (1) (b), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.)

State of Arizona

County of

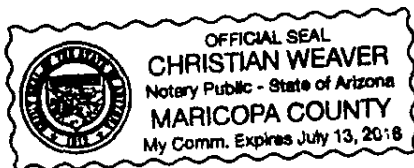
Maricopa

On this 09 day of February, 2015, before me personally appeared Sasha Joseph Cohn (name of signer), whose identity was proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to this document, and who acknowledged that he/she signed the above/attached document.

(seal)

Christian Weaver
Notary Public

Sasha Joseph Cohn
SASHA JOSEPH COHN



**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 605.0113, Florida Statutes, the undersigned limited liability company organized under the laws of the State of the Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the limited liability company is **SOUTH USA BEACH, L.L.C.**
2. The name and address of the registered agent and office is Paul J. Burns, 12525

Walsingham Road, Largo, FL 33774.

State of Arizona

County of Maricopa

On this 09 day of February 2015, before me personally appeared Sasha Cohn (name of signer), whose identity was proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to this document, and who acknowledged that he/she signed the above/attached document.

(Signature) [Signature]

Notary Public



[Signature]

SASHA JOSEPH COHN, Member

Date: February 9, 2015

STATEMENT ACCEPTING APPOINTMENT AS REGISTERED AGENT

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 designation 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 under Chapter 605, Florida Statutes.

(In accordance with section 605.0203 (1)(b), Florida Statutes, the execution of this statement constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Dated: February 16, 2015

[Signature]
Paul J. Burns, Registered Agent