

CAPITAL CONNECTION INC.
417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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313 Clematis Partners, LLC

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TALLAHASSEE, FLORIDA
DIVISION OF CORPORATE REGISTRATION
LEGISLATIVE SERVICE BUREAU

Art of Inc. File _____
LTD Partnership File _____
Foreign Corp. File _____
☒ L.C. File _____
Fictitious Name File _____
Trade/Service Mark _____
Merger File _____
Art. of Amend. File _____
RA Resignation _____
Dissolution / Withdrawal _____
Annual Report / Reinstatement _____
☒ Cert. Copy _____
Photo Copy _____
Certificate of Good Standing _____
Certificate of Status _____
Certificate of Fictitious Name _____
Corp Record Search _____
Officer Search _____
Fictitious Search _____
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Vehicle Search _____
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UCC 11 Retrieval _____
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SECRETARY OF STATE

Signature _____

Requested by: _____

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

ARTICLES OF ORGANIZATION OF

313 CLEMATIS PARTNERS, LLC

The undersigned, desiring to form a limited liability company for the purposes set forth herein and in conformance with the Florida Limited Liability Company Act, does hereby establish the following:

1. **Name.** The name of the limited liability company is:

313 CLEMATIS PARTNERS, LLC

2. **Duration.** The period of duration of the limited liability company is perpetual unless sooner dissolved as provided by statute.
3. **Purpose.** This limited liability company is organized for the purpose of engaging in any lawful business in which a limited liability company may engage under Florida law.
4. **Principal Place of Business and Mailing Address.** The address of its principal place of business, as well as the mailing address for this limited liability company is:

***1111 LINCOLN ROAD, SUITE 400
MIAMI BEACH, FLORIDA 33139***

5. **Registered Agent and Office.** The name and address of its initial registered agent in the State of Florida, whose Consent to appointment as Registered Agent accompanies these Articles, is:

***JONATHAN D. BELOFF
1111 LINCOLN ROAD, SUITE 400
MIAMI BEACH, FLORIDA 33139***

6. **Initial Members.** The names of the initial members of the limited liability company and their addresses are as follows:

***JONATHAN D. BELOFF and MARISUE BELOFF, his wife
1111 LINCOLN ROAD, SUITE 400
MIAMI BEACH, FLORIDA 33139***

***NELSON FOX AND KAREN FOX, his wife
500 LAKEVIEW COURT
MIAMI BEACH, FLORIDA 33140***

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TALLAHASSEE, FLORIDA

CALLIN S. FORTIS
1313 W. WOLFRAM
CHICAGO, ILLINOIS 60657

KENNETH BARILICH
1445 WASHINGTON AVENUE
MIAMI BEACH, FLORIDA 33139

7. **Admission of Additional Members.** Additional Members will be admitted only pursuant to the terms of the operating agreement to be entered into by the Members of the Company.
8. **Management.** The business of the company shall be reserved to and conducted under the exclusive management of its Members according to the provisions of an operating agreement to be entered into between the Members of the Company.

Dated: October 31, 2001

By: 

JONATHAN D. BELOFF
MEMBER

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

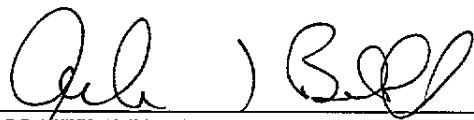
1. The name of the limited liability company is:

313 CLEMATIS PARTNERS, LLC

2. The name and the Florida street address of the registered agent are:

**JONATHAN D. BELOFF
1111 LINCOLN ROAD, SUITE 400
MIAMI BEACH, FLORIDA 33139**

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.



JONATHAN D. BELOFF, REGISTERED AGENT