

Division of Corporations

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From:

Angie Calabrese
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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY**MORGENTHAU HOLDINGS, LLC**

Certificate of Status	0
Certified Copy	1
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FAX AUDIT No. H02000056438

**ARTICLES OF ORGANIZATION OF
MORGENTHAU HOLDINGS, LLC
a Florida Limited Liability Company**

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**ARTICLE I
NAME**

The name of the limited liability company is **MORGENTHAU HOLDINGS, LLC.**

**ARTICLE II
ADDRESS**

The mailing address and street address of the principal office of the limited liability company is One Financial Plaza, 100 S.E. Third Avenue, Suite 2504, Fort Lauderdale FL 33394.

**ARTICLE III
DURATION**

The period of duration for the limited liability company shall begin on the date of filing these Articles of Organization with the Florida Secretary of State and shall have a perpetual existence and duration, until terminated in accordance with applicable law.

**ARTICLE IV
MANAGEMENT**

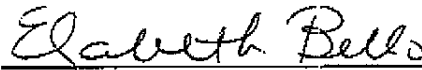
The management of the limited liability company is reserved to its managers and is, therefore, a manager-managed company.

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the limited liability company's initial registered agent is One S.E. Third Avenue, 28th Floor, Miami, Florida 33131. The name of the limited liability company's initial registered agent at that office is American Information Services, Inc.

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IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 13th day of March, 2002.



Elizabeth Bello, Authorized Representative
of a Member

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TALLAHASSEE, FLORIDA
02 MAR 14

**CERTIFICATE OF ACCEPTANCE BY
REGISTERED AGENT**

Pursuant to the provisions of Sections 608.407 and 608.415 of the Florida Limited Liability Company Act, the undersigned submits the following statement in accepting the designation as registered agent of **Morgenthau Holdings, LLC**, a Florida limited liability company (the "Company"), in the Company's articles of organization:

Having been named as registered agent and to accept service of process for the Company at the registered office designated in the Company's articles of organization, the undersigned 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 its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 13th day of March, 2002.

**AMERICAN INFORMATION
SERVICES, INC.**

By: 

Angelica M. Calabrese, Assistant Secretary

M0771107;1

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