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Division of Corporations

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*Brenda K. Holland - new*

**LIMITED LIABILITY COMPANY**

**HEATON VENTURES, LLC**

*BTC*

Certificate of Status	0
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Siegfried, Rivera, Lerner, De La Torre & Sobel, P.A.  
201 Alhambra Circle, 11<sup>th</sup> Floor, Coral Gables, Florida 33134  
(305) 442-3334, Fax: (305) 443-3292

**ARTICLES OF ORGANIZATION  
OF  
HEATON VENTURES, LLC**

The undersigned, acting as an authorized representative of the initial members of the above captioned Limited Liability Company, under the provisions of the Florida Limited Liability Company Act, Chapter 608, *Florida Statutes*, adopts the following Articles of Organization:

**ARTICLE I  
NAME**

The name of this limited liability company is HEATON VENTURES, LLC (the "Company") and its principal office and mailing address is 319 Clematis Street, Suite 702, West Palm Beach, Florida, 33401.

**ARTICLE II  
EFFECTIVE DATE**

The Company shall commence its existence upon the filing of these Articles of Organization with the Florida Secretary of State.

**ARTICLE III  
PURPOSE OF ORGANIZATION**

The Company is organized to enable its members to transact any lawful business for which a limited liability company may be organized under Florida law.

Brenda K. Holland, Legal Assistant  
Bush Ross Gardner Warren & Rudy, P.A.  
220 S. Franklin Street, Tampa, FL 33602  
813-224-9255  
Facsimile Audit No.: H03000035878 5

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**ARTICLE IV**

**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation shall be 220 South Franklin Street, Tampa, Florida 33602, and the initial registered agent of the corporation at such address is John N. Giordano.

**ARTICLE V**

**MANAGEMENT OF THE COMPANY**

The Company shall be managed by its members in the manner set forth in the Company's Operating Agreement.

**ARTICLE VI**  
**OPERATING AGREEMENT**

The power to adopt, alter, amend or repeal an Operating Agreement governing the operation of the Company shall be vested in its members.

**ARTICLE VII**  
**INDEMNIFICATION**

If the criteria set forth in §608.4363, *Florida Statutes*, or any successor statute, and the Company's Operating Agreement have been met, then the Company shall indemnify any manager or member, or former manager or member, his or its personal representatives, devisees or heirs, in the manner and to the extent contemplated by §608.4363, *Florida Statutes*.

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IN WITNESS WHEREOF, the undersigned authorized representative of the initial members has executed these Articles of Organization this 29<sup>th</sup> day of January, 2003.

  
John N. Giordano, Authorized Representative

**CERTIFICATE DESIGNATING  
REGISTERED AGENT**

Pursuant to the provisions of §§48.091 and 608.415, *Florida Statutes*, HEATON VENTURES, LLC desiring to organize as a limited liability company under the laws of the State of Florida, by action of its members, hereby designates John N. Giordano an individual resident of the State of Florida, as its Registered Agent for the purpose of accepting service of process within such State and designates 220 South Franklin Street, Tampa, Florida 33602, the business of its Registered Agent, as its Registered Office.

  
John N. Giordano, Authorized Representative

**ACKNOWLEDGMENT**

I hereby accept my appointment as Registered agent of the above named Company and agree to act as such in accordance with the provisions of §§48.091 and 608.415, *Florida Statutes*.

  
John N. Giordano

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Page 3 of 3