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Florida Department of State
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To: Division of Corporations
Fax Number : (850) 205-0383

From: Account Name : TUCKER & TIGHE, P.A.
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LIMITED LIABILITY COMPANY

Toe River Partners, L.L.C.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$125.00

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ARTICLES OF ORGANIZATION**TOE RIVER PARTNERS, L.L.C.**

ARTICLE I - Name: The name of the Limited Liability Company shall be TOE RIVER PARTNERS, L.L.C.

ARTICLE II - Address: The mailing address and street address of the principal office of the Limited Liability Company is:

2295 N.W. Corporate Boulevard, Suite
240, Boca Raton, FL 33431

ARTICLE III - Registered Agent: The name and street address of the Limited Liability Company's initial Registered Agent for service of process in this State is as follows: JACK LUPO, 2295 N.W. Corporate Boulevard, Suite 240, Boca Raton, FL 33431

ARTICLE IV - Management: The Limited

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Liability Company will be a manager-managed company and the names and addresses of the initial managers are:

JACK LUPO 2295 N.W. Corporate
Boulevard, Suite 240,
Boca Raton, FL 33431

RICHARD HAGMAN 2295 N.W. Corporate
Boulevard, Suite 240,
Boca Raton, FL 33431

RON KENT 2295 N.W. Corporate
Boulevard, Suite 240,
Boca Raton, FL 33431

The managers may be changed,
additional managers may be added, as provided
by any applicable Operating Agreement.

ARTICLE V - Members: The rights, obligations,
and other matters regarding the members may
be set forth in an Operating Agreement to be
signed by the Managers and the Members.

ARTICLE VI - Transfer of Interests: A Member

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may assign or transfer his or her interest in the Company except as may be restricted by any applicable Operating Agreement.

ARTICLE VII - Members Rights to Continue

Business: The remaining members of the limited liability company will have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of member in the limited liability company, subject to such provisions governing such event as may be set forth in any applicable Operating Agreement.

ARTICLE VIII- Applicable Regulations: If the

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Company does not have an Operating Agreement,
as may be allowed under Florida Statutes,
then the provisions of Chapter 608, Florida
Statutes, or successor statutory provisions,
will serve to govern the operations of the
Company.

BY: 
JACK LUPO, MEMBER

(In accordance with section 608.408(3),
Florida Statutes, the execution of this
document constitutes an affirmation under the
penalties of perjury that the facts stated
herein are true.)

CERTIFICATE OF DESIGNATION OF

REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415
OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED
LIMITED LIABILITY COMPANY SUBMITS THE
FOLLOWING STATEMENT TO DESIGNATE A REGISTERED

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OFFICE AND REGISTERED AGENT IN THE STATE OF
FLORIDA.

1. The name of the limited liability company is:

TOE RIVER PARTNERS, L.L.C.

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

JACK LUPO 2295 N.W. Corporate
Boulevard, Suite 240,
Boca Raton, FL 33431

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 as provided for in Chapter 608, F. S.


JACK LUPO

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