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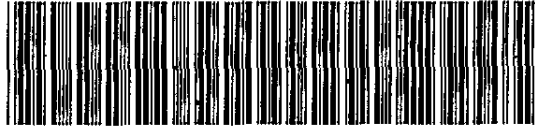
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LAWRENCE M. ABRAMSON

ATTORNEY AT LAW

1860 Forest Hill Boulevard

Suite 200

West Palm Beach, Florida 33406

ADMITTED IN FLORIDA
AND NEW YORK

Telephone: (561) 965-3411
FAX: (561) 965-0059

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June 8, 2004

Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

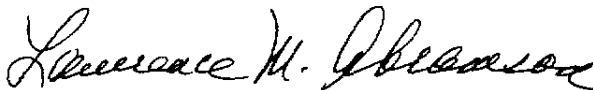
**Re: Alliance Partners, LLC
Alliance Properties - LW, LLC**

Gentlemen:

Enclosed please find the Articles of Organization, etc., for two (2) above-referenced Limited Liability Companies along with two (2) checks each in the amount of \$155.00 which sums represent the filing fees, Designation of Registered Agent and Certified Copy of each of the above-referenced LLCs.

I have also enclosed stamped envelope for the return of the Certified Copy. If you have any questions regarding the above, please do not hesitate to contact me.

Very truly yours,



LAWRENCE M. ABRAMSON

LMA/dc
Enc.

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F.L.D.
SECRETARY OF STATE
DIVISION OF CORPORATIONS

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: ALLIANCE PROPERTIES - LW, LLC
(Name of Limited Liability Company)

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

MARTIN LIST
(Name of Person)

ALLIANCE PROPERTIES, LTD
(Firm/Company)

223 Sunset Avenue, Suite 110
(Address)

Palm Beach, Florida 33480
(City/State and Zip Code)

For further information concerning this matter, please call:

MARTIN LIST
(Name of Person)

at (561) 655-7150
(Area Code & Daytime Telephone number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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ARTICLES OF ORGANIZATION

OF

ALLIANCE PROPERTIES - LW, LLC

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

**ARTICLE I
NAME**

The name of the limited liability company shall be **ALLIANCE PROPERTIES - LW, L.L.C.**

**ARTICLE II
ADDRESS**

The mailing address and street address of the principal office of the company shall be:

223 SUNSET AVENUE, SUITE 110, PALM BEACH, FLORIDA 33480

**ARTICLE III
DURATION**

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The company's existence shall terminate not later than December 31, 2014, unless the company is earlier dissolved as provided in these articles of organization.

**ARTICLE IV
REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent of the company in the state of Florida is:
MARTIN LIST, 223 SUNSET AVENUE, SUITE 110, PALM BEACH, FLORIDA 33480

**ARTICLE V
CAPITAL CONTRIBUTIONS**

The members of the company shall contribute to the capital of the company the cash or property set forth in Exhibit "A".

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**ARTICLE VI
ADDITIONAL CAPITAL CONTRIBUTIONS**

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members.

**ARTICLE VII
ADMISSION OF NEW MEMBERS**

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

**ARTICLE VIII
TERMINATIONS OF EXISTENCE**

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by the consent of all the remaining members, provided there are at least two remaining members.

**ARTICLE IX
MANAGEMENT**

The company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The name and address of the initial manager of the company is **ALLIANCE PARTNERS, LLC., FOR ALLIANCE PROPERTIES, LTD.**

NAME

ADDRESS

ALLIANCE PROPERTIES, LTD

223 SUNSET AVENUE, SUITE 110

PALM BEACH, FLORIDA 33480

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IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Palm Beach, Florida, on 8th day of JUNE, 2004

ALLIANCE PARTNERS, LLC



MARTIN LIST, President
223 Sunset Avenue, Suite 110
Palm Beach, Florida 33480

STATE OF FLORIDA
COUNTY OF PALM BEACH

Sworn to and subscribed before me this 8 day of June, 2004, by Martin

Deborah Cohen

Notary Public, State of Florida
(name, typed or printed)



Personally known ☒

OR

Produced Identification ☐

Type of Identification Produced: _____

(Seal)

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