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Division of Corporations

BROAD CASSEL

NO. 5403

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DIVISION OF CORPORATIONS

LIMITED LIABILITY COMPANY

Wynwood II LLC

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**ARTICLES OF ORGANIZATION  
OF  
WYNWOOD II LLC**

**ARTICLE I  
Name**

The name of the Limited Liability Company is WYNWOOD II LLC (the "Company").

**ARTICLE II  
Address**

The mailing address and street address of the principal office of the Company is 10 Edgewater, Apt. 7-F, Coral Gables, FL 33133.

**ARTICLE III  
Registered Agent**

The name of the Company's registered agent in the State of Florida is B & C Corporate Services, Inc. and the address of the Company's registered office is 201 South Biscayne Boulevard, Suite 3000, Miami, Florida 33131.

**ARTICLE IV  
Duration**

The period of duration for the Company shall be perpetual.

**ARTICLE V  
Management**

The Company is to be a member-managed company and the names and addresses of the initial members are:

Larry Hellring  
10 Edgewater, Apt. 7-F  
Coral Gables, FL 33133

Larry Gordon  
10970 S.W. 69<sup>th</sup> Avenue  
Miami, Florida 33156

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**ARTICLE VI**  
**Admission of Additional Members**

Members shall have the right to admit additional members as provided by the Florida Limited Liability Company Act by a vote of a majority-in-interest of the members.

**ARTICLE VII**  
**Members' Rights to Continue Business**

The death, retirement, resignation, expulsion, dissolution, bankruptcy, dissociation or withdrawal of any member, or the occurrence of any other event that terminates the continued membership of any member shall not cause the Company to be dissolved or its affairs to be wound-up, and upon the occurrence of any such event, the Company shall be continued without dissolution and without any affirmative action or requirement on the part of the members.

**MEMBERS:**

  
LARRY H. RING

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

PURSUANT TO THE PROVISIONS OF SECTION 608.407 OR 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: WYNWOOD II LLC
2. The address of the registered agent and office is: B & C Corporate Services, Inc., 201 South Biscayne Boulevard, Suite 3000, Miami, Florida 33131.

*Having been named as registered agent and to accept service of process for the above-stated limited liability company at the place designated by 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 the obligations of my position as a registered agent.*

**B & C CORPORATE SERVICES, INC.,**  
a Florida corporation

By: 

Gisela Fasco, Vice President

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