

L05000072416

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

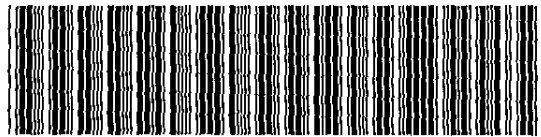
(Business Entity Name)

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Certified Copies _____ Certificates of Status _____

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TALLAHASSEE, FLORIDA

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

CORPDIRECT AGENTS, INC. (formerly CCRS)
515 EAST PARK AVENUE
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

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TALLAHASSEE, FLORIDA

CONTACT: TRACY SPEAR

DATE: 07/22/05

REF. #: 000150.40471

CORP. NAME: RPG CARLTON HOLDINGS III, LLC, LLC

- | | | |
|--|---|---|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input checked="" type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | | |
| <input type="checkbox"/> OTHER: | | |

STATE FEES PREPAID WITH CHECK# 513509 FOR \$ 155.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

PLEASE RETURN:

☒ CERTIFIED COPY

☐ CERTIFICATE OF GOOD STANDING

☐ PLAIN STAMPED COPY

***O

☐ CERTIFICATE OF STATUS

Examiner's Initials

ARTICLES OF ORGANIZATION
OF
RPG CARLTON HOLDINGS III, LLC

a Florida limited liability company

1. The name of this limited liability company is **RPG Carlton Holdings III, LLC** (the "Company").
2. The Company is being formed for the following purposes:
 - a. To engage in any and all lawful business or activity permitted under the laws of the United States and the State of Florida.
 - b. To generally have and exercise all powers, rights and privileges necessary and incident to carrying out properly the objects herein mentioned.
 - c. To do anything and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any or all of the objects hereinbefore enumerated or incidental to the purposes and powers of the limited liability company or which at any time appear conducive thereto or expedient.

This Company shall have all of the powers enumerated in the Florida Limited Liability Company Act, as amended from time to time.

3. The principal place of business, street address and the mailing address of the Company is:

Apartment 3A
10 Edgewater Drive
Coral Gables, FL 33133

4. The name and street address of the registered agent of the Company is:

Douglas N. Rice C.P.A., P.A.
250 Bird Road, Suite 202
Coral Gables, FL 33146-1424

5. The Company shall be a manager-managed company.
6. The Company shall indemnify any and all of its members, managers, officers, employees or agents or former officers, managers, employees or agents or any person or persons who may have served at its request as an officer, manager, employee or agent of another company, corporation, partnership, joint venture, trust or other enterprise in which it owns an equity

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interest or of which it is a creditor, to the full extent permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceedings, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or their legal representative may be made a party or may be threatened to be made a party, by reason of such person being or having been an officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any officer, employee or agent may be entitled as a matter of law or which such person may be lawfully granted.

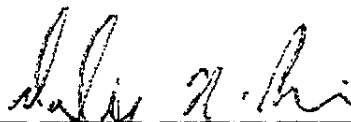
IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 15th day of July 2005.

By: 
Print Name: **RICARDO PIERDANT**
Print Title: **MANAGER**

ACKNOWLEDGMENT OF REGISTERED AGENT

The undersigned, having been appointed as Registered Agent for **RPG Fortune Holdings III, LLC**, at the place designated in the Articles of Organization of **RPG Fortune Holdings III, LLC**, hereby agrees to act in such capacity and to comply with the provisions of law in relation thereto. The undersigned is familiar with, and accepts, the obligations of a Registered Agent under the Florida Limited Liability Company Act.

By: _____



Douglas Rice