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DIVISION OF CORPORATIONS

**LIMITED LIABILITY COMPANY**

**GIZMO HOLDINGS, LLC**

Certificate of Status	1
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**ARTICLES OF ORGANIZATION  
OF  
GIZMO HOLDINGS, LLC**

THE UNDERSIGNED, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a Florida Limited Liability Company (the "Company") under the laws of the State of Florida does set forth the following:

1. **NAME**

The name of the Company is: **GIZMO HOLDINGS, LLC.**

2. **PERIOD OF DURATION**

In accordance with Section 608.409(1) of the Florida Limited Liability Company Act ("Act"), the term of existence shall begin the date these Articles are filed and its duration shall be perpetual, unless other dissolved or terminated by the unanimous written agreement of all members or pursuant to an event described in paragraph 7 of these Articles of Organization.

3. **PURPOSE**

The purpose for which the Company is organized is to engage in any and all businesses and activities permitted by the laws of the State of Florida. The Company shall have all of the powers vested in a Limited Liability Company organized and existing by virtue of such laws.

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4. **MAILING AND STREET ADDRESS OF COMPANY**

The mailing and street address of the place of business in Florida for the Company is 4800 North Federal Highway, Suite 210A, Boca Raton, Florida 33431.

5. **REGISTERED AGENT AND ADDRESS**

The name and address of the initial registered agent in Florida for the Company is Laurence I. Blair, Esq., Greenspoon Marder P.A., One Boca Place, Suite 411-E, 2255 Glades Road, Boca Raton, Florida 33431.

6. **ADMISSION OF ADDITIONAL MEMBERS**

Pursuant to Section 608.4232 of the Act, the Company may admit additional members upon the unanimous written consent of the members of the Company. Any new member which is approved by the members of the Company as set forth herein shall become a member of the Company upon payment of the contribution to the capital of the Company as established from time to time by the members, and upon such member's agreement to comply with these Articles of Organization, its regulations or guidelines as the members may from time to time determine, in their sole discretion.

7. **CONTINUITY OF BUSINESS**

Upon death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event, which terminates the continued membership of a member in the Company, the business of the Company shall not be continued and the Company shall be dissolved, unless the consent of all remaining members of the Company is obtained.

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8. MANAGEMENT

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

Michael J. Silver  
Baron Silver Stevens Financial Advisors  
4800 North Federal Highway, Suite 210-A  
Boca Raton, Florida 33431

Howard S. Baron  
Baron Silver Stevens Financial Advisors  
4800 North Federal Highway, Suite 210-A  
Boca Raton, Florida 33431

9. RIGHT OF ASSIGNEE TO BECOME A MEMBER

An assignee of a member's interest in the Company may become a member of the Company and acquire the rights and powers and be subject to the restrictions and liabilities of a member of the Company, upon the unanimous written consent of the members of the Company (excluding the member seeking to transfer his or her interest in the Company), except as set forth in an operating agreement of the members. The rights of the assignee shall be subject to the regulations, if any, and/or such other documents or agreements governing the operation of the Company as may be entered into from time to time, provided such assignment and admission of such assignee as a member complies with the terms and conditions of the regulations of the Company, if any and/or such other documents or agreements governing the operation of the Company as may be entered into from time to time.

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10. RETURN OF CAPITAL

No member shall have the right to demand the return of his or its contribution to capital except as provided in the Company's regulations or operating agreement, if any, then in existence.

11. AMENDMENT TO ARTICLES OF ORGANIZATION

Members may adopt, alter, amend or repeal any provision of the Articles of the Organization upon the unanimous written consent of the members of the Company.

12. REGULATIONS

Pursuant to Section 608.423(1) of the Act, the members of the Company may adopt, alter, amend or repeal regulations or any provision thereof, upon the unanimous written consent of the members of the Company.

13. AUTHORIZED REPRESENTATIVE

The name and address of the Authorized Representative signing these Articles is Laurence I. Blair, Esq., Greenspoon Marder P.A., One Boca Place, Suite 411-E, 2255 Glades Road, Boca Raton, Florida 33431.

IN WITNESS WHEREOF, the undersigned as Authorized Representative has executed these Articles of Organization this 26<sup>th</sup> of September 2005.

  
LAURENCE I. BLAIR  
Authorized Representative

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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 IN DESIGNATING THE REGISTERED OFFICE AND REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is GIZMO HOLDINGS, LLC.
2. The name and address of the registered agent and office is:

Laurence I. Blair, Esq.  
 Greenspoon Marder P.A.  
 One Boca Place, Suite 411-E  
 2255 Glades Road, Boca Raton, Florida 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.

  
 \_\_\_\_\_  
 LAURENCE I. BLAIR  
 Authorized Representative

Dated: September 26, 2005

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