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FLORIDA/FOREIGN LIMITED LIABILITY CO.

asd westchester holdings, l.l.c.

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**ARTICLES OF ORGANIZATION OF
ASD WESTCHESTER HOLDINGS, L.L.C.**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act (the "Act") of the State of Florida pursuant to Chapter 608 of the Florida Statutes hereby makes, acknowledges, and files the following Articles of Organization providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

**ARTICLE I
NAME**

The name of the limited liability company shall be ASD Westchester Holdings, L.L.C. (the "Company").

**ARTICLE II
MEMBERS**

The Company shall have one or more members (the "Members"). The name of the initial Member is J. Antonio Quintana and his business address is 299 Alhambra Circle, Suite 401, Coral Gables, Florida 33134.

**ARTICLE III
MAILING ADDRESS**

The mailing address for the Company shall be 299 Alhambra Circle, Suite 401, Coral Gables, Florida 33134.

**ARTICLE IV
INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the Company is 299 Alhambra Circle, Suite 401, Coral Gables, Florida 33134 and the name of the company's initial Registered Agent for service of process in the State of Florida, at that address is J. Jose Quintana.

**ARTICLE V
PURPOSES AND POWERS**

The Company, to the fullest extent permitted by the Act (in effect now and as hereafter amended), may engage in any activity or business permitted under the laws of the United States, any State, or any foreign country, and shall all the powers and rights granted and conferred upon limited liability companies by the laws of the State of Florida.

**ARTICLE VI
DURATION**

The term and duration of the Company shall be perpetual, unless terminated in accordance with the Operating Agreement of the Company or otherwise terminated in accordance with law.

**ARTICLE VII
CONTINUATION AFTER INVOLUNTARY TERMINATION**

The business of the Company may be continued after the death, bankruptcy, insanity, expulsion, withdrawal or dissolution of a Member of the Company, or after the occurrence of any other event causing the involuntary dissolution of

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the Company if, within ninety (90) days after such event, the remaining or surviving Members of the Company unanimously elect to continue the business of the Company.

ARTICLE VIII STREET ADDRESS OF PRINCIPAL OFFICE

The street address of the principal office of the Company shall be located at 299 Alhambra Circle, Suite 401, Coral Gables, Florida 33134, but it shall have the power and authority to establish branch offices at any other place or places as the Members may designate.

ARTICLE IX MEMBERSHIP RESTRICTIONS

Additional Members may be admitted to the Company only upon the unanimous consent of all existing Members of the Company. Contributions required of new Members shall be determined as of their time of admission to the Company. A Member's interest in the Company shall be considered personal property, notwithstanding the actual nature of the assets owned by the Company, and may not be sold or otherwise transferred except with the unanimous written consent of all Members.

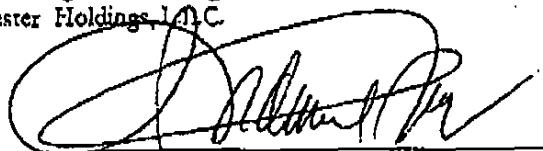
ARTICLE X MANAGEMENT

All Company powers shall be exercised by or under the authority of, and the business and affairs of this Company shall be managed by one or more Managers. Accordingly, the Company is a Manager-managed limited liability company. The name of the initial Manager is J. Antonio Quintana and his business address is 299 Alhambra Circle, Suite 401, Coral Gables, Florida 33134.

ARTICLE XI EXECUTION & ORGANIZER

The person signing these articles is J. Antonio Quintana and his mailing address is 299 Alhambra Circle, Suite 401, Coral Gables, Florida 33134. The undersigned initial organizer hereby certifies that the foregoing constitutes the Articles of Organization of ASD Westchester Holdings, L.L.C.

Dated this 21st day of September, 2006.


J. Antonio Quintana
Organizer

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STATE OF FLORIDA)

COUNTY OF MIAMI-DADE) ss.

Before me, a Notary Public authorized in the State and County set forth above, personally appeared J. Antonio Quintana, known to me and known by me to be the person, who, as organizer, acknowledged before me that she executed the foregoing Articles of Organization.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 29th day of ~~August~~^{September}, 2006.

Marta Bolein
NOTARY PUBLIC, State of Florida
Printed Name of Notary Public
My Commission Expires:

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ASD WESTCHESTER HOLDINGS L.L.C.

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REGISTERED AGENT STATEMENT OF ACCEPTANCE

Having been named as Registered Agent to accept service of process in the State of Florida for ASD WESTCHESTER HOLDINGS, L.L.C., (the "Company") at the address designated on the Articles of Organization of the Company, pursuant to the requirements of Section 608.415, Florida Statutes, the undersigned Registered Agent hereby accepts the appointment as Registered Agent of the Company and agrees to act in that capacity. The undersigned Registered Agent further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the duties of a registered agent, and is familiar with and accepts the obligations of the said position.

Dated this 18 day of October, 2006.

REGISTERED AGENT

J. Jose Quintana

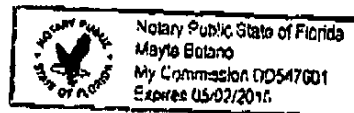
J. Jose Quintana
299 Alhambra Circle, Suite 401
Coral Gables, Florida 33134

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SWORN TO AND SUBSCRIBED before me by J. Jose Quintana this 18 day of October, 2006; who is personally known to me ☒ or who has produced her driver's license as identification ☐.

Mayte Bolano

NOTARY PUBLIC, State of Florida
Printed Name of Notary Public
My Commission Expires:



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