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FLORIDA/FOREIGN LIMITED LIABILITY CO.

S&D, LLC

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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY**ARTICLE I - Name:**

The name of the Limited Liability Company is:

S&D, LLC

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

201 Alhambra Circle, Ste 601
Coral Gables, Florida 33134**ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:**

The name and the Florida street address of the registered agent are:

Ronald R. Fieldstone
Name
201 Alhambra Circle, Suite 601
Florida street address (P.O. Box NOT acceptable)
Coral Gables, Florida 33134
City, State, and Zip

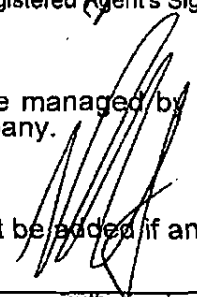
Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all 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 as provided for in Chapter 608, F.S.



Registered Agent's Signature**Article IV - Management:**

The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager - managed company.

(An additional article must be added if an effective date is requested)



Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Ronald R. Fieldstone, Authorized Representative