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FLORIDA/FOREIGN LIMITED LIABILITY CO.

GTFM HOLDINGS, LLC

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| Certificate of Status | 0 |
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| Page Count | 05 |
| Estimated Charge | \$155.00 |

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**ARTICLES OF ORGANIZATION
OF
GTFM HOLDINGS, LLC**

The undersigned, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

ARTICLE I

NAME

The name of the limited liability company is GTFM HOLDINGS, LLC (the "Company").

ARTICLE II

ADDRESS

The principal office and mailing address of the Company is:

1800 N.E. 114TH Street
1810
Miami, FL 33138

ARTICLE III

REGISTERED AGENT AND OFFICE

The Company designates 4000 Ponce de Leon, Suite 400, Coral Gables, FL 33146 as the street address of the initial registered office of the Company and names Nibaldo J. Capote, Esq. as the Company's initial registered agent at that address to accept service of process within this state.

ARTICLE IV

MANAGEMENT

The Company shall be member-managed as per the terms of the Company's Operating Agreement.

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ARTICLE V.

OWNERSHIP

Ownership in the Company shall be vested as follows:

Alan Richardson 50%

Justin Levine 50%

ARTICLE VI.

DURATION AND CONTINUATION

The period of the Company's duration shall commence with the filing of these Articles of Organization with the Secretary of State, and shall continue perpetually, unless terminated (i) in accordance with the Company's Operating Agreement, or (ii) by the written agreement of a majority of ownership interest.

ARTICLE VII.

PURPOSE

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE VIII.

ADDITIONAL MEMBERS


Additional Members shall be admitted in the manner set forth in the Operating Agreement of the Company.

ARTICLE IX.

OPERATING AGREEMENT

The power to adopt, alter, amend, or repeal the Operating Agreement of the Company shall be vested in the Members of the Company in the manner set forth in the Operating Agreement of the Company.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 14th day of March, 2007.

By. 
Nibaldo J. Capote, Esq.
Authorized Representative

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ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for GTFM Holdings, LLC to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and acknowledge that the undersigned is familiar with, and accepts, the obligations of such position on this 14th day of March, 2007.

By: 
Name: Nibaldo J. Capote, Esq.

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