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Account Number : I19990000051

Phone Number : (954) 467-7744

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FLORIDA/FOREIGN LIMITED LIABILITY CO.

USA Land Group, LLC

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ARTICLES OF ORGANIZATION**USA LAND GROUP, LLC**

ARTICLE I - Name: The name of the Limited Liability Company shall be USA LAND GROUP, LLC.

ARTICLE II - Address: The mailing address and street address of the principal office of the Limited Liability Company is:

1423 SE 10th Street

Cape Coral FL 33990

ARTICLE III - Registered Agent: The name and street address of the Limited Liability Company's initial Registered Agent for service of process in this State is as follows: Ilan Kedem, 1423 SE 10th Street, Cape Coral FL 33990.

ARTICLE IV - Management: The Limited Liability Company will be a manager-managed company and the name and address of the

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manager is: Ilan Kedem, 1423 SE 10th Street, Cape Coral FL 33990. The Manager may be changed as provided by any applicable Operating Agreement. The Manager on his own shall have full authority to open bank accounts for the Company and deposit, disburse, write checks, and otherwise act with regard to the Company's bank accounts.

ARTICLE V - Ownership and Members:

Ownership of the Company is initially established as follows:

Ilan Kedem 60%

Hagai Hadar 40%

The rights, obligations, and other matters regarding the members may be set forth in an Operating Agreement to be signed by the Managers and the Members.

ARTICLE VI - Transfer of Interests: A

Member may not assign or transfer an

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interest in the Company except as may be allowed by any applicable Operating Agreement.

ARTICLE VII - Members Rights to Continue

Business: The remaining members of the limited liability company will have the right to continue the business on the 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 limited liability company, subject to such provisions governing such event as may be set forth in any applicable Operating Agreement.

ARTICLE VIII- Applicable Regulations: If the Company does not have an Operating Agreement, as may be allowed under Florida Statutes, then the provisions of Chapter 608, Florida Statutes, or successor

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statutory provisions, will serve to govern the operations of the Company.



Ilan Kedem

(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.)

**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 TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: USA LAND GROUP, LLC


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2. The name and the Florida street address of the registered agent is:

Ilan Kedem 1423 SE 10th Street,
Cape Coral FL 33990

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.



Ilan Kedem

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