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(Business Entity Name)

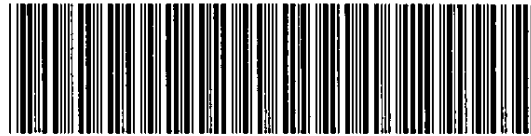
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DIVISION
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Meyer, J. Nius, PA
Requester's Name

200 S. 6th St Suite 1100
Address

612-630-3229

Minneapolis, MN
City/State/Zip

Phone #

55402

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Sunpointe Place Holdings, LLC
(Corporation Name) (Document #)

2. Oscar King Holdings, LLC
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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☐ Mail out

☒ Pick up time

☐ Will wait

3pm

☐ Photocopy

☒ Certified Copy

☐ Certificate of Status

NEW FILINGS

- ☐ Profit
- ☐ Not for Profit
- ☒ Limited Liability
- ☐ Domestication
- ☐ Other

OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

AMENDMENTS

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☐ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

Examiner's Initials

**ARTICLES OF ORGANIZATION
OF
SUNPOINTE PLACE HOLDINGS, LLC**

The undersigned member, or authorized representative of a member, being of full age and for the purpose of forming a limited liability company for general businesses purposes under Chapter 608 of the Florida Statutes, does hereby adopts the following Articles of Organization:

ARTICLE I

Name

The name of this Company is Sunpointe Place Holdings, LLC

**ARTICLE II
Registered Office**

The principal office of this Company is located at:

2555 Collins Avenue #1708
Miami Beach, Florida 33140

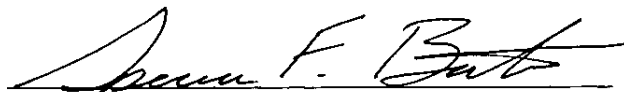
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**ARTICLE III
Registered Agent**

The name and address of the registered agent of this Company is as follows:

NAME	ADDRESS
Spencer F. Bartram	2555 Collins Avenue #1708 Miami Beach, Florida 33140

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 Florida Statutes.


Spencer F. Bartram

ARTICLE IV
Managers

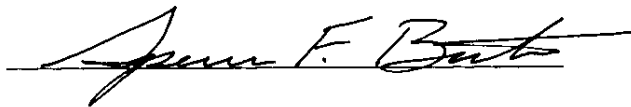
The name and address of each Manager is as follows:

TITLE	NAME AND ADDRESS
Member-Manager	Dorvidor Management Company 3140 Chowen Avenue South #121 Minneapolis, Minnesota 55416

ARTICLE V
Limitation Of Liability Of Managers

No manager of this Company shall be personally liable to the Company or its members for monetary damages for breach of fiduciary duty by such manager as a manager; provided, however, that this Article shall not eliminate or limit the liability of a manager to the extent provided by applicable law (i) for any breach of the manager's duty of loyalty to the Company or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under section 608.4229 of the Florida Statutes, (iv) for any transaction from which the manager derived an improper personal benefit or (v) for any act or omission occurring prior to the effective date of this Article. If Chapter 608 of the Florida Statutes is hereafter amended to authorize the further elimination or limitation of the liability of managers, then the liability of a manager of the Company, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by Chapter 608 of the Florida Statutes, as amended. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any manager of the Company for or with respect to any acts or omissions of such manager occurring prior to such amendment or repeal.

IN WITNESS WHEREOF, I have hereunto set my hand this 12th day of July, 2007.



(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.)

Spencer F. Bartram