

Division of Corporations

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**Zanzuri Management LLC**

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Comments:

Zanzuri Management LLC - articles

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**ARTICLES OF ORGANIZATION****OF****ZANZURI MANAGEMENT LLC**  
**A Florida Limited Liability Company**

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

**ARTICLE I****NAME**

The name of the limited liability company is Zanzuri Management LLC, (the "Company").

**ARTICLE II****ADDRESS OF PLACE OF BUSINESS**

The mailing address and street address of the principal office of the Company shall be 6840 SW 81 Terrace, Suite 2000, Miami, Florida 33143.

**ARTICLE III****REGISTERED AGENT**

The name and street address of the initial registered agent of the Company in the State of Florida is Clement Zanzuri, 6840 SW 81 Terrace, Suite 2000, Miami, Florida 33143.

**ARTICLE IV****DURATION**

The Company shall commence its existence on the date that the Articles are filed with the Florida Department of State. The Company's existence shall be perpetual, unless the Company is earlier dissolved as provided in the Operating Agreement.

**ARTICLE V****PROFITS AND LOSSES**

Profits and losses shall be allocated to the members, as provided in the Operating Agreement, duly adopted and as amended from time to time by the members.

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REGISTRATION

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**ARTICLE VI**  
**RESTRICTIONS ON MEMBERSHIP**

No additional members shall be admitted to the Company except upon such terms and conditions as set forth in the Operating Agreement. Contributions required of new members shall be determined as of the time of admission to the Company. A member may transfer his, her or its interest in the Company, as set forth in the Operating Agreement, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member, unless the other members of the Company other than the member proposing to dispose of his, her or its interest approve of the proposed transfer in accordance with the requirements set forth in the Operating Agreement.

**ARTICLE VII**  
**MANAGEMENT**

The management of the Company is reserved to members, or officers of the members, that will be referred to as managing members. The name and address of the managing member that will serve as the sole managing member is as follows:

Zanzuri Holdings, Ltd.  
6840 SW 81 Terrace, Suite 2000  
Miami, Florida 33143

**ARTICLE VIII**  
**AMENDMENT**

These Articles may be amended only in accordance with the Operating Agreement.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Organization on this 20th day of August, 2007.



Brian K. Goodkind  
Authorized Representative for Zanzuri Management LLC

**ACCEPTANCE OF REGISTERED AGENT**

The undersigned, being the person named in the Articles of Organization of Zanzuri Management LLC, as the Registered Agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the Articles of Organization, and accepts the appointment as Registered Agent and agrees to act in this capacity.

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The undersigned further agrees to comply with the provisions of all applicable Florida laws relating to the proper and complete performance of my duties, and is familiar with and accepts the obligations of the position as Registered Agent.



Clement Zanzuri, Registered Agent

Dated: August 20, 2007

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