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TALLAHASSEE, FLORIDA

B. KOHR

APR - 7 2008

EXAMINER



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 514889 7479869

AUTHORIZATION :

*Lyndee Coleman*

COST LIMIT : \$125.00

08 APR -4 AM 8:15  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : April 3, 2008

ORDER TIME : 3:38 PM

ORDER NO. : 514889-045

CUSTOMER NO: 7479869

DOMESTIC FILING

NAME: WAREMAC, LLC

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Heather Chapman - EXT. 2908

EXAMINER'S INITIALS: \_\_\_\_\_

**ARTICLES OF ORGANIZATION  
OF  
WAREMAC, LLC**

The undersigned, under the provisions of Chapter 608 of the Florida Statutes (the "Act"), for the purpose of forming a limited liability company under the laws of the State of Florida, do set forth the following:

1. Name.

The name of the limited liability company is **WAREMAC, LLC** (hereinafter referred to as the "Company").

2. Period of Duration.

Unless earlier terminated under the Act or the Operating Agreement, the period of duration of the Company shall be perpetual.

3. Purpose.

The purpose for which the Company is organized is to engage in any and all business and other activities permitted by the Act and any other applicable laws of the State of Florida. The Company shall have all of the powers vested in a limited liability company organized and existing by virtue of such laws.

4. Address of Place of Business.

The mailing address for the Company is 1499 SW 30<sup>th</sup> Avenue, Suite 16, Boynton Beach, FL 33426 and the street address of the principal place of business for the Company is 1499 SW 30<sup>th</sup> Avenue, Suite 16, Boynton Beach, FL 33426. These addresses may be changed from time to time as provided in the Operating Agreement.

5. Registered Agent.

The initial registered agent in Florida for the Company is David E. Mackey, III, and the initial registered office is located at 1499 SW 30<sup>th</sup> Avenue, Suite 16, Boynton Beach, FL 33426.

6. Capital Contributions.

Contributions to the capital of the Company shall be made by the members, in the manner prescribed by the written Operating Agreement made and entered into by the members and which may be amended from time to time in accordance with its terms.

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7. Members.

The Company shall have at least one member and may admit additional members on the prior unanimous written agreement of the then-existing members, or as otherwise provided in the Operating Agreement.

8. Continuity of Business.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or on the occurrence of any other event that terminates the continued membership of a member in the Company, or upon any other event that, under the Act, would result in dissolution of the Company, the business of the Company may be continued and the Company will not be dissolved without the prior written consent of all the remaining members of the Company.

9. Management.

This Company will be managed by one or more managers appointed by the members in accordance with the terms of the Operating Agreement. As such, the Company will be manager-managed. In accordance with the terms of the Operating Agreement, the managers may be designated as the president, secretary, and treasurer of the Company, and may also be designated as vice presidents, assistant secretaries, and assistant treasurers, and shall have the authority normally associated with these positions under corporate law. The Company may also designate persons as directors under the Operating Agreement who shall act in a manner similar to the directors of a corporation. The members, at a meeting of the members held not less than annually, shall designate the managers, who may also be members, and the positions that these managers will hold. The initial managers, who shall serve until the first annual meeting of the members or until their successors are elected and qualify, and their designations shall be as follows:

Name:

Position:

David E. Mackey, III

Manager/President

10. Indemnification.

The Company shall indemnify any member, manager, or former member or manager to the fullest extent permitted under the Act.

Executed at Boca Raton, Florida on this 3<sup>rd</sup> day of April, 2008.

By: 

David E. Mackey, III, authorized representative

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

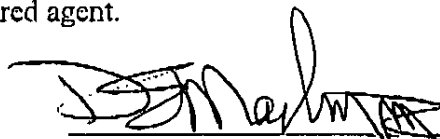
UNDER THE PROVISIONS OF F.S. 608.415, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

The name of the limited liability company is **WAREMAC, LLC**.

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

David E. Mackey, III  
1499 SW 30<sup>th</sup> Avenue, Suite 16  
Boynton Beach, FL 33426

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.

A handwritten signature in black ink, appearing to read 'D Mackey III', is written over a horizontal line.

David E. Mackey, III, Registered Agent

04/03/2008 23:37 5613914766

PAUL E GHOUGASIAN PA

PAGE 05

APR-3-2008 03:46 FROM: MACKY PROPERTIES  
04/03/2008 04:42 5613914766

5617307577 TO: 15613914766  
PAUL E GHOUGASIAN PA

P.C.  
1 PAGE 05

Waremac, Inc.  
1499 SW 30<sup>th</sup> Ave. Ste. 16  
Boynton Beach, FL 33426  
561-738-7576

To: Florida Department of State, Division of Corporations

Re: Permission to use Corporation name by Limited Liability Company

Date: April 3, 2008

The undersigned, David E. Mackey, III, as President of Waremac, Inc., hereby grants permission to Waremac, LLC to use the name "Waremac" in its application for filing as a limited liability company in the state of Florida.

If you have any questions regarding this letter, please contact me at the number listed above.

Thank you for your prompt attention to this matter.

  
David E. Mackey, III, President