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Bechtold & Corbridge, P.A.

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HAFAM FL 1453, LLC

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EXAMINER

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
OF
HAFAM FL 1453, LLC**

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a Limited Liability Company under the laws of the State of Florida, does set forth the following:

ARTICLE I - NAME

The name of the Company is HAFAM FL 1453, LLC

ARTICLE II - DURATION

The duration of the Company is perpetual.

ARTICLE III - ADDRESS AND PLACE OF BUSINESS

The mailing address and street address of the principal place of the principal office of the Company in Florida is:

35 Watgate Drive, Suite 906
Sarasota, Florida 34236

ARTICLE IV - PURPOSE

The purposes of the Company shall be for and any lawful business purpose or activity permitted by the Florida Limited Liability Company Act (the "Act").

Prepared by: C. KELLEY CORBRIDGE, Esq.
Bechtold & Corbridge, P.A.
240 Nokomis Avenue South, Suite 200
Venice, Florida 34285
(941) 488-7751
Atty Bar #0325066

ARTICLE V - NAME AND STREET ADDRESS OF REGISTERED AGENT

The name and address of the initial registered agent in Florida for the Company is as follows:

C. KELLEY CORBRIDGE
240 Nokomis Avenue So., Suite 200
Venice, Florida 34285

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ARTICLE VI - MEMBERS

The Company shall have such Members as may be admitted from time to time in accordance with these Articles of Organization and the Operating Agreement of the Company.

ARTICLE VII - MANAGEMENT

The Company is to be manager-managed as provided in the Operating Agreement. The names and addresses of such managers, who will serve as managers until the first annual meeting of Members or until their successor or successors are elected and qualified, are as follows:

ROSALIE HANNA SHMALO
7460 Monte Verde
Sarasota, FL 34238

DR. JOHN E. HANNA
35 Watergate Drive, Suite 906
Sarasota, FL 34236

ARTICLE VIII - INDEMNIFICATION

The Company shall indemnify each managing Member, manager and officer to the fullest extent permitted by the Florida Limited Liability Company Act.

ARTICLE IX - COMMENCEMENT OF EXISTENCE

In accordance with Section 608.409, Florida Statutes, the date when existence of the Company shall commence is the date of subscription and acknowledgment of these Articles of Organization. In the event these Articles of Organization are not filed within the time period set forth in Section 608.409, Florida Statutes, the date when existence of the Company shall commence is the date of filing by the Secretary of State.

Under penalties of perjury I declare that I have read the foregoing Articles of Organization and that the facts alleged are true, to the best of my knowledge and belief.

Dated: May 23, 2008

BY:

DR. JOHN E. HANNA, Manager

BY:

ROSALIE HANNA SHMALO, Manager

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ACCEPTANCE BY REGISTERED AGENT

I, the undersigned appointed registered agent of HAFAM FL 1453, LLC, being familiar with the obligations of such position, hereby accept such appointment, agree to act in such capacity and accept the obligations proposed by Section 608.415, Florida Statutes.

DATED this 23 day of May, 2008.


C. KELLEY CORBRIDGE, Registered Agent

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