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**FLORIDA/FOREIGN LIMITED LIABILITY CO.**

**Location3 Investments South Florida, LLC**

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**EXAMINER**

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**ARTICLES OF ORGANIZATION  
OF  
LOCATION3 INVESTMENTS SOUTH FLORIDA, LLC**

The undersigned, being a duly authorized representative of a manager, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

**ARTICLE I**

**NAME**

The name of the limited liability company is Location3 Investments South Florida, LLC (the "Company").

**ARTICLE II**

**ADDRESS**

The principal office and mailing address of the Company is:

1331 Brickell Bay Drive, Suite CU#2  
Miami, Florida 33131

**ARTICLE III**

**REGISTERED AGENT AND OFFICE**

The Company designates 1331 Brickell Bay Drive, Suite CU#2, Miami, Florida 33131 as the street address of the initial registered office of the Company and names Fernando Nufiez, as the Company's initial registered agent at that address to accept service of process within this state.

This Instrument Prepared By:  
ROJAS & STANHAM, LLP  
NICHOLAS STANHAM, ESQ.  
Florida Bar No.: 0038822  
1000 Brickell Avenue, Suite 215  
Miami, Florida 33131  
Telephone: (305) 349-1500

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#### ARTICLE IV

##### MANAGEMENT

The Company shall be conducted, carried on, and managed by at least one (1) Manager. The Manager(s) shall also have the rights and responsibilities described in the Operating Agreement of the Company. The Manager, who shall serve in such capacity until its successor(s) is duly elected and qualified, shall be:

Location3 Investments, LLC

#### ARTICLE V

##### DURATION AND CONTINUATION

The period of the Company's duration shall commence with the filing of these Articles of Organization with the Secretary of State, and shall continue perpetually, unless terminated (i) in accordance with the Company's Operating Agreement, or (ii) by the written agreement of a majority of ownership interest.

#### ARTICLE VI

##### PURPOSE

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

#### ARTICLE VII

##### ADDITIONAL MANAGERS

Additional Managers may be admitted upon the approval of a majority of the ownership interest of the Company, upon the written application of such new Manager, in the manner set forth in the Operating Agreement of the Company.

#### ARTICLE VIII

##### OPERATING AGREEMENT


The power to adopt, alter, amend, or repeal the Operating Agreement of the Company shall be vested in the Managers of the Company in the manner set forth in the Operating Agreement of the Company.

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IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 7<sup>th</sup> day of July, 2008.

  
\_\_\_\_\_  
Nicholas Stanham Esq.  
Duly Authorized Representative of a  
Manager

**ACCEPTANCE OF REGISTERED AGENT**

The undersigned agrees to act as registered agent for Location3 Investments South Florida, LLC, to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and acknowledges that the undersigned is familiar with, and accepts, the obligations of such position on this 7<sup>th</sup> day of July, 2008.

By: \_\_\_\_\_

  
FERNANDO NUNEZ

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