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Division of Corporations

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To:

Division of Corporations
Fax Number : (850) 617-6383

From:

Account Name : TODD WATSON, ATTORNEY AT LAW
Account Number : I19990000260
Phone : (904) 739-9747
Fax Number : (904) 739-9748

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TALLAHASSEE, FLORIDA

FLORIDA/FOREIGN LIMITED LIABILITY CO.

Nederlander Group, LLC

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EXAMINER

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ARTICLES OF ORGANIZATION
OF
NEDERLANDER GROUP, LLC

The undersigned, for the purpose of forming a Limited Liability Company under the Florida Limited Liability Act, do hereby adopt the following Articles of Organization.

ARTICLE 1.0

The name of the Limited Liability Company shall be "Nederlander Group, LLC".

ARTICLE 2.0

The duration of the company shall be thirty (30) years.

ARTICLE 3.0

The primary purpose for which the Limited Liability Company is organized is to own and manage real property for long term investment purposes. The company may also engage in any legal business or investment activity as the Managers may from time to time determine.

ARTICLE 4.0

The location of the principal office and the mailing address of the Limited Liability Company shall be 6942 Salamanca Avenue, Jacksonville, FL 32217.

ARTICLE 5.0

The admission of new Members shall be subject to the unanimous approval of the existing Members and Managers of the Limited Liability Company.

ARTICLE 6.0

The Limited Liability Company shall be managed by Managers and the names and addresses of the initial Managers are as follows:

1. Tommy D.C. Cohen 6942 Salamanca Ave., Jacksonville, FL 32217
2. David Charles Cohen 6451 Woodley Ave., Unit 1, Lake Balboa, CA 91406

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ARTICLE 7.0

No Member shall have the right to withdraw or reduce its Capital Contribution without obtaining the prior unanimous written consent of all Members. The transfer of any Member's interest in the Company is subject to the terms and conditions of the Company Agreement.

ARTICLE 8.0

The Company may make distributions to its Members upon the affirmative vote of a majority of the Managers as provided in the Company Agreement. Unless otherwise unanimously agreed by all of the Members and Managers, all distributions to Members shall be made in accordance with the percentage of Company interest owned by the Member.

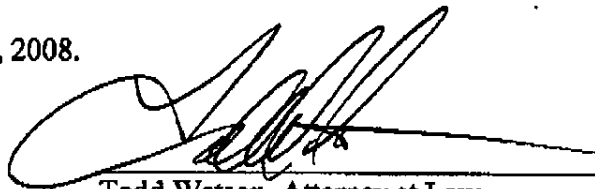
ARTICLE 9.0

Unless expressly prohibited by Florida law, the Company shall indemnify and hold harmless any Member or Manager from and against any and all claims, demands, costs, expenses, and legal fees against such person whatsoever which relate in any manner to or arise from the activities of the Company or assets owned by the Company.

EXECUTION

Todd Watson, Attorney at Law, as the authorized representative of the Company, declares under penalties of perjury that the facts stated herein are true and correct.

Dated this 23rd day of July, 2008.


Todd Watson, Attorney at Law

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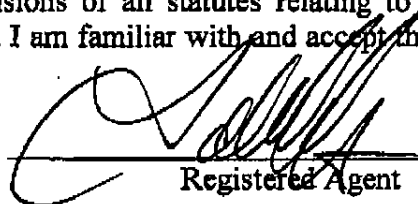
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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned Limited Liability Company submits that following statement to designate a registered office and registered agent in the State of Florida.

1. The name of the Limited Liability Company is Nederlander Group, LLC.
2. The name and the Florida street address of the registered agent are: Todd Watson, Attorney at Law, 7785 Baymeadows Way, Suite 107, Jacksonville, Florida, 32256.

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.



Registered Agent

Dated: July 23, 2008

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