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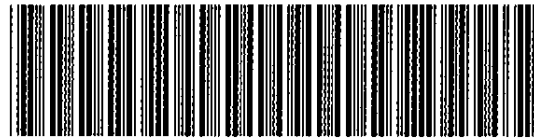
(Business Entity Name)

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

B. KOHR
AUG 29 2008
EXAMINER

FILED
08 AUG 28 AM 9:05
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

CORPDIRECT AGENTS, INC. (formerly CCRS)
515 EAST PARK AVENUE
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: RICKY SOTO

DATE: 08/28/2008

REF. #: 000447.91577

CORP. NAME: JOY USA III, LLC

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08 AUG 28 AM 9:05
TALLAHASSEE, FLORIDA

- | | | |
|--|---|---|
| ☐ ARTICLES OF INCORPORATION | ☐ ARTICLES OF AMENDMENT | ☐ ARTICLES OF DISSOLUTION |
| ☐ ANNUAL REPORT | ☐ TRADEMARK/SERVICE MARK | ☐ FICTITIOUS NAME |
| ☐ FOREIGN QUALIFICATION | ☐ LIMITED PARTNERSHIP | ☒ LIMITED LIABILITY |
| ☐ REINSTATEMENT | ☐ MERGER | ☐ WITHDRAWAL |
| ☐ CERTIFICATE OF CANCELLATION | | |
| ☐ OTHER: | | |

STATE FEES PREPAID WITH CHECK# 527365 FOR \$ 155.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

PLEASE RETURN:

- | | | |
|--|---|---|
| ☒ CERTIFIED COPY | ☐ CERTIFICATE OF GOOD STANDING | ☐ PLAIN STAMPED COPY |
| ☐ CERTIFICATE OF STATUS | | |

Examiner's Initials

ARTICLES OF ORGANIZATION

OF

Joy USA III, LLC

The undersigned authorized representative does hereby certify that the persons so identified herein have associated themselves together for the purpose of forming a limited liability company (the "Company") under the laws of the State of Florida.

ARTICLE I NAME

The name of the Company shall be: **Joy USA III, LLC**

ARTICLE II ADDRESS AND PLACE OF BUSINESS

The address for the Company's principal office is Laurel Street Commerce Center, 5402 West Laurel Street, Suite 210, Tampa, FL 33607. The mailing address for the Company's office is Laurel Street Commerce Center, 5402 West Laurel Street, Suite 210, Tampa, FL 33607.

ARTICLE III PERIOD OF DURATION

The period of duration of the Company shall be perpetual.

ARTICLE IV GENERAL POWERS

The Company is formed for the purpose of conducting and undertaking, and shall have the power to conduct and undertake, any and all activities and actions authorized under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes.

ARTICLE V MANAGEMENT

The Company is a manager managed company as described more fully in the operating agreement of the Company ("Operating Agreement"), and the business and affairs of the Company shall be managed by or under the direction of one or more managers.

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08 AUG 28 AM 9:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF JOY USA III, LLC
PAGE 2**

**ARTICLE VI
RIGHT TO CONTINUE BUSINESS**

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company, the business of the Company shall not cease and the Company shall not be dissolved except by the unanimous consent of the remaining members or as otherwise provided in the Operating Agreement of the Company.

**ARTICLE VII
RESTRICTIONS ON MEMBERSHIP**

New members shall be admitted to the Company in accordance with the Operating Agreement of the Company. Contributions required of a new member shall be determined in accordance with the Operating Agreement of the Company. A member's interest in the Company may not be sold or otherwise transferred except with the unanimous consent of the members, or otherwise in accordance with the Company's Operating Agreement. Additional restrictions and conditions on membership may be set forth in the Operating Agreement or other agreement adopted by the members.

**ARTICLE VIII
OPERATING AGREEMENT**

The members of the Company may adopt an Operating Agreement pertaining to the regulation, management, and other affairs of the Company.

**ARTICLE IX
REGISTERED OFFICE AND REGISTERED AGENT**

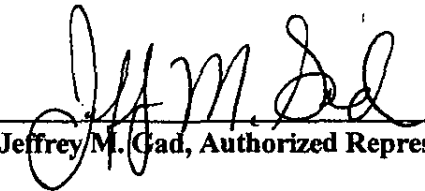
The street address of the Company's initial registered office in Florida is **515 East Park Avenue, Tallahassee, Florida 32301**, and the name of its initial registered agent is **CorpDirect Agents, Inc.** The Company may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 608.416, Florida Statutes.

ARTICLES OF ORGANIZATION
OF JOY USA III, LLC
PAGE 3

ARTICLE X
ACKNOWLEDGMENT

The members of the Company, through their undersigned authorized representative, do hereby certify that the foregoing constitutes the proposed Articles of Organization of **Joy USA III, LLC**. These Articles of Organization may be amended from time to time by consent of the members in the manner now or hereafter prescribed in the Company's Operating Agreement, consistent with the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 28th day of August, 2008.

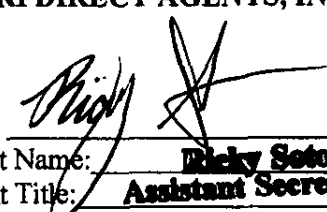


Jeffrey M. Cad, Authorized Representative

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of Joy USA III, LLC, the undersigned accepts such an appointment, agrees to act in such capacity and accepts the obligations proposed by Section 608.415, Florida Statutes.

EXECUTED this 28th day of August, 2008.

	CORPDIRECT AGENTS, INC. By:  Print Name: <u>Ricky Soto</u> Print Title: <u>Assistant Secretary</u>
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