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FLORIDA/FOREIGN LIMITED LIABILITY CO.

ZIPS MILLSPAUGH HOLDING COMPANY, LLC

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EXAMINER

**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED  
LIABILITY COMPANY**

**OF**

**ZIPS MILLSPAUGH HOLDING COMPANY, LLC**

**ARTICLE I**

**Name**

The name of this Limited Liability Company is **ZIPS MILLSPAUGH HOLDING  
COMPANY, LLC** (the "Company").

**ARTICLE II**

**Address**

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

8960 Bay Colony Drive, #302 Tuscan  
Naples, FL 34108

**ARTICLE III**

**Duration**

The period of duration for the Company is perpetual.

**ARTICLE IV**

**Registered Office and Agent**

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

CLASP Inc.  
3001 Tamiami Trail North, 4th Floor  
Naples, Florida 34103

*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*


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*am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.*

CLASP Inc.  
Registered Agent

  
Deborah L. Russell, Vice President

ARTICLE V  
Management

The Company is to be managed by one or more Managers and is, therefore, a Manager-managed company.

ARTICLE VI  
Limitation on Agency  
Authority of Members

Pursuant to Section 608.4235, Florida Statutes, no Member of the Company shall be an agent of the Company for the purpose of its business solely by virtue of being a Member, and no Member may bind the Company by taking any action solely by virtue of being a Member.

ARTICLE VII  
Written Operating Agreement

Any Operating Agreement entered into by the Members of the Company, and any amendments or restatements thereof, shall be in writing. No oral agreement among any of the Members or Managers of the Company shall be deemed or construed to constitute any portion of, or otherwise affect the interpretation of, any written Operating Agreement of the Company, as amended and in existence from time to time.

Dated this 23<sup>rd</sup> day of December, 2008.

By:

  
Deborah L. Russell  
Authorized Representative

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)