

Division of Corporations

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Florida Department of State

Division of Corporations
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From:

Account Name : ADORNO & YOSS, PA
Account Number : 072100000120
Phone : (305)860-7098
Fax Number : (305)460-1422

FLORIDA/FOREIGN LIMITED LIABILITY CO.**AMS-AMH ASSET MANAGEMENT, LLC**

| | |
|-----------------------|----------|
| Certificate of Status | 0 |
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EXAMINER

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March 12, 2009

**ARTICLES OF ORGANIZATION
OF AMS-AMH Asset Management, LLC.**

THE UNDERSIGNED hereby makes, subscribes, swears, acknowledges and files these Articles of Organization of AMS-AMH Asset Management, LLC. a Florida limited liability company formed under Chapter 608 of the laws of the State of Florida.

1. Name. The name of the limited liability company shall be "AMS-AMH Asset Management, LLC." (hereinafter the "Company"). (§608.407(1)(a))
2. Street Address of Principal Office. The street address of the principal office of the Company initially shall be 1000 Tamiami Trail North, Second Floor, Nokomis, Florida 34275. (§608.407(1)(b))
3. Mailing Address. The mailing address of the Company shall initially be 1000 Tamiami Trail North, Second Floor, Nokomis, Florida 34275. (§608.407(1)(b))
4. Registered Agent. The name and address of the initial Registered Agent for the Company is Jesse M. Keenan, 2525 Ponce De Leon Blvd., Suite 400, Miami, Florida 33134. (§608.407(1)(c)).

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 as provided for in Chapter 608.F.S.



Jesse M. Keenan

(Signature of Registered Agent)

This instrument prepared by:
Jesse M. Keenan, Esquire
Adorno & Yoss, LLP.
2525 Ponce De Leon Blvd.
Suite 400
Miami, Florida 33133
Telephone (305) 460-1127

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5. Management. The Company shall be managed by Managing Members and therefore is a member-managed company. The initial Managing Members of the Company are **Asset Management Holdings, LLC**, a Nevada limited liability company, of 1000 Tamiami Trail North, Second Floor, Nokomis, Florida 34275 and **Amsterdam Asset Management, LLC**, a Delaware limited liability company, of 636 11th Avenue, New York, New York 10036.

IN WITNESS THEREOF, the undersigned, as the authorized representative of the organizing Members, has made and subscribed these Articles of Organization at Miami, Miami-Dade County, Florida for uses and purposes aforesaid this 11th day of March 2009.


Jesse M. Keenan, Authorized Representative
2525 Ponce De Leon Blvd., Suite 400
Miami, Florida 33134
Telephone (305) 460-1127
Telefacsimile (786) 364-0136

(In accordance with §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.)

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