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Division of Corporations

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FLORIDA/FOREIGN LIMITED LIABILITY CO.

Payne Holdings, LLC

Certificate of Status	1
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EXAMINER

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**ARTICLES OF ORGANIZATION
OF
PAYNE FAMILY HOLDINGS, LLC
a Florida Limited Liability Company**

ARTICLE I - NAME:

The name of the Limited Liability Company is: Payne Family Holdings, LLC, a Florida Limited Liability Company

ARTICLE II - ADDRESS:

The mailing address and the street address of the principal office of the Limited Liability Company is 1600 West Lake Drive, Fort Lauderdale, FL 33316

ARTICLE III - DURATION:

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV - MANAGEMENT:

The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing member(s) is/are:

<u>Name</u>	<u>Address</u>
John K. Payne	1600 West Lake Drive Fort Lauderdale, FL 33316
Lindsay K. Payne	2309 N.E. 20 th Street Fort Lauderdale, FL 33305
Barbara B. Payne	491 Heritage Drive Pompano Beach, FL 33060

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ARTICLE V - ADMISSION OF ADDITIONAL MEMBERS:

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be conditioned upon the unanimous consent of the members.

ARTICLE VI - MEMBERS' RIGHTS TO CONTINUE BUSINESS

The right, if given, of the remaining members of the Limited Liability Company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or

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dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be conditioned upon the unanimous consent of the remaining members.

IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledged them to be my act this 11 day of June, 2009.


John K. Payne, Managing Member

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


John K. Payne, Managing Member

**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 THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: Payne Family Holdings, LLC, a Florida Limited Liability Company
2. The name and the Florida street address of the registered agent are: John K. Payne, 1600 West Lake Drive, Fort Lauderdale, FL 33316

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.


John K. Payne, Registered Agent