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May Jan Merola, Esquire

561-471-2612

Division of Corporations

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FLORIDA/FOREIGN LIMITED LIABILITY CO.

ILFI, LLC

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**ARTICLES OF ORGANIZATION
OF
ILFI, LLC**

The undersigned hereby makes, subscribes, acknowledges and files these Articles of Organization for the purpose of forming a limited liability company under the laws of the State of Florida:

ARTICLE I - NAME

The name of the limited liability company shall be ILFI, LLC.

ARTICLE II - PRINCIPAL OFFICE

The mailing address and the street address of the principal office of ILFI, LLC shall be 1601 Forum Place, Suite 500, West Palm Beach, Florida 33401.

ARTICLE III - REGISTERED AGENT

The name and street address for the registered agent for service of process in the State of Florida for ILFI, LLC shall be Mark F. Levy, 1601 Forum Place, Suite 500, West Palm Beach, Florida, 33401.

ARTICLE IV - INDEMNIFICATION

Subject to the provisions of Chapter 608, Florida Statutes, ILFI, LLC shall indemnify and hold harmless any member and/or member-manager and/or employee from and against any and all claims and demands whatsoever.

ARTICLE V - MEMBERS

The initial members of ILFI, LLC shall be:

H. Irwin Levy, LLC - 58% Interest
1601 Forum Place, Suite 500
West Palm Beach, Florida 33401
Member-Manager

Joshua A. Levy MLFP Irrevocable Trust - 21% Interest
1601 Forum Place, Suite 500
West Palm Beach, Florida 33401
Member-Manager

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Jourdan M. Levy MLFP Irrevocable Trust - 21% Interest
1601 Forum Place, Suite 500
West Palm Beach, Florida 33401
Member-Manager

ARTICLE VI - ORGANIZER

The name and address of the person signing these Articles of Organization is Mark F. Levy, 1601 Forum Place, Suite 500, West Palm Beach, Florida 33401.

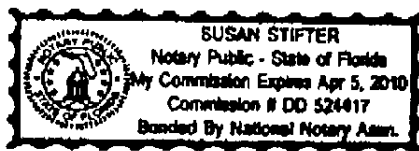
IN WITNESS WHEREOF, I have made and subscribed these Articles of Organization this 17th day of June, 2009.

Mark F. Levy
Mark F. Levy

STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)

BEFORE ME, personally appeared Mark F. Levy, to me known and well known to me to be the person described in and who executed the foregoing instrument or who produced _____ as identification and he acknowledged to and before me that he executed said instrument for the purpose herein expressed.

WITNESS my hand and official seal this 14th day of June, 2009.



Susan Stifter
Notary Public,
State of Florida

I HEREBY ACCEPT THE DESIGNATION AS REGISTERED AGENT AS SET FORTH IN THESE ARTICLES OF ORGANIZATION AND AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF THAT POSITION AS PROVIDED FOR IN CHAPTER 608, FLORIDA STATUTES.

Mark F. Levy
Mark F. Levy

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