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Broad and Cassel

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Division of Corporations

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FLORIDA/FOREIGN LIMITED LIABILITY CO.

N&SW PARTNERS LLC

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**ARTICLES OF ORGANIZATION
OF
N&SW PARTNERS LLC**

The undersigned does hereby subscribe to, acknowledge and file the following Articles of Organization for the purpose of creating a limited liability company under the laws of the State of Florida.

ARTICLE I

The name of this limited liability company shall be: N&SW PARTNERS LLC

ARTICLE II

The mailing address and street address of the principal office of the limited liability company shall be 75 N.E. 6th Avenue, Suite 103, Delray Beach, Florida 33483, with the privilege of having its offices and branch offices at other places within or without the State of Florida.

ARTICLE III

The initial registered office of this limited liability company is 75 N.E. 6th Avenue, Suite 103, Delray Beach, Florida 33483. The initial registered agent at that address is Stateside Capital Corp.

ARTICLE IV

The limited liability company shall be a *manager-managed company*. The initial manager of the limited liability company is Stateside Capital Corp.

ARTICLE V

This limited liability company shall commence its existence as of the execution hereof, and shall exist perpetually thereafter unless sooner dissolved.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 2nd day of November, 2009.

Stateside Capital Corp.,
a Florida corporation,
Authorized Representative

By: Norman S. Weinstein, PresidentFax Audit Number: HD9000234244 3

Fax Audit No. H09000234244 3**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 608.415, Florida Statutes, the limited liability company referenced below submits the following statement in designating the registered office/registered agent, in the State of Florida.

FIRST -- The name of the limited liability company is:

N&SW Partners LLC

SECOND -- The name and address of the registered agent and office is:

Stateside Capital Corp.
75 N.E. 6th Avenue
Suite 103
Delray Beach, Florida 33483

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.

Dated this 2nd day of November, 2009.

Stateside Capital Corp.,
a Florida corporation,
Registered Agent

By: 

Norman S. Weinstein, President

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