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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

09 NOV 13 AM 11:50

FILED

THE COHRS LAW GROUP, P.A.

ATTORNEYS AND COUNSELORS AT LAW

1901 ULMERTON ROAD • SUITE 425 • CLEARWATER • FLORIDA • 33762

VOICE (727) 540-0001 • FAX (727) 540-0027

E-MAIL dcohrs@cohrsllaw.com

November 12, 2009

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
Corporate Filings
2661 Executive Center Circle
Tallahassee, Florida 32301

RE: Articles of Organization of Sunspot Capital, LLC

Dear Madam/Sir:

Enclosed herewith are an original and one copy of the fully executed Articles of Organization in connection with the referenced LLC. Please file the Articles and return one filed-stamp copy to this office. Also enclosed is this firm's check in the amount of \$125.00, the amount necessary to file the Articles of Organization.

If you should have any questions or concerns, please feel free to contact this office.

Sincerely,



Cynthia L. Riccardi
Legal Assistant

clr

Encl.

**ARTICLES OF ORGANIZATION
OF
SUNSPOT CAPITAL, LLC**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, hereby make, subscribe, acknowledge, and file, with the Secretary of State of the State of Florida, pursuant to, these Articles of Organization for the purpose of forming a Limited Liability Company in accordance with Chapter 608, Fla. Stat. (2009) and the laws of the State of Florida.

**ARTICLE I
NAME**

The name of this Limited Liability Company is **Sunspot Capital, LLC**.

**ARTICLE II
COMMENCEMENT OF EXISTENCE AND DURATION**

The existence of this Limited Liability Company shall commence on November 12, 2009, and it shall thereafter have perpetual existence.

**ARTICLE III
PURPOSES**

This Limited Liability Company may engage in the transaction of any or all lawful business for which a limited liability company may be organized under the laws of the State of Florida.

**ARTICLE IV
MAILING ADDRESS AND PRINCIPAL OFFICE**

The mailing address and principal place of business of this Limited Liability Company shall be:

**8531 Macoma Dr. NE
St. Petersburg, FL 33702**

and such other place or places as the members may from time to time determine.

**ARTICLE V
REGISTERED AGENT**

The initial Registered Agent and Registered Office of this Limited Liability Company shall be:

**The Cohrs Law Group, P.A.
1901 Ulmerton Road, Suite 425
Clearwater, Florida 33762**

ARTICLE VI
MANAGEMENT OF BUSINESS

The conduct and management of this Limited Liability Company, pursuant to specific rules regarding the rights and duties as enumerated in the Operating Agreement of this Limited Liability Company, shall be vested in a Manager appointed by the Members.

ARTICLE VII
OPERATING AGREEMENT

The Members of this Limited Liability Company shall adopt an Operating Agreement containing all provisions for the regulation and management of this company not inconsistent with laws of the State of Florida or these Articles. The power to alter, amend or repeal such an Operating Agreement shall be vested in the Members of this Limited Liability Company in the manner set forth therein.

ARTICLE VIII
OWNERSHIP OF PROPERTY

Real or personal property originally brought into or transferred to this Limited Liability Company, or acquired by this Limited Liability Company by purchase or otherwise shall be held and owned, and conveyance shall be made, in the name of this Limited Liability Company.

ARTICLE IX
TRANSFERABILITY OF MEMBERS' INTEREST

A Member's interest in this Limited Liability Company may not be pledged, assigned, hypothecated, levied, sold, transferred or executed upon, whether voluntarily or involuntarily, except upon the unanimous written consent of all non-transferring Members of the Limited Liability Company, which consent may be withheld for any reason whatsoever. Without this written consent, no transfer shall be recognized by this Limited Liability Company and the transferee shall not be entitled to become a Member, to participate in the management of this Limited Liability Company or to share in profits and losses, to receive any distributions, or to receive such allocation of income, gain, loss, deduction, or credit or similar item to which the assignor was entitled.

ARTICLE X
ADMISSION OF NEW MEMBERS

Additional members may be admitted from time to time on such terms and conditions as are set forth in the Operating Agreement of this Limited Liability Company.

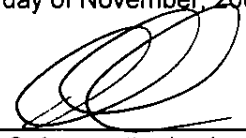
ARTICLE XI
INDEMNIFICATION

This limited liability company shall indemnify any member, former member, manager or former manager to the full extent permitted by Section 608.4229, Florida Statutes (2009), as amended from time-to-time.

ARTICLE XII
AMENDMENTS

These Articles may be amended from time to time by the unanimous agreement of the Members, and the amendments shall be filed, duly signed by an authorized representative of the Limited Liability Company, with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned, as an authorized agent and representative for all Members, has executed these Articles of Organization on this 12th day of November, 2009.



Denis A. Cohrs, authorized agent

**CERTIFICATE OF ACCEPTANCE OF
REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

Having been named as Registered Agent to accept service of process for the above named Limited Liability Company, at the place designated in these Articles, I hereby acknowledge that I am familiar with my obligations as Registered Agent and agree to act in this capacity, and I further agree to comply with the provisions of all laws and regulations relative to the proper and complete performance of my duties.



Denis A. Cohrs

Date: November 12, 2009

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA