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Division of Corporations

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FLORIDA/FOREIGN LIMITED LIABILITY CO.  
B DISTINCT HOLDINGS, LLC

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EXAMINER

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ARTICLES OF ORGANIZATION  
FOR  
FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I

The name of the Limited Liability Company is:

**B DISTINCT HOLDINGS, LLC**

ARTICLE II

The mailing address and street address of the principal office of the Limited Liability Company is:

3440 Poinciana Avenue  
Coconut Grove, FL 33133

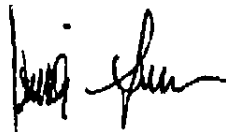
ARTICLE III

REGISTERED AGENT, REGISTERED OFFICE & REGISTERED AGENT'S  
SIGNATURE.

The name and the Florida street address of the registered agent are:

Craig B. Shapiro, Esq.  
Aran Correa Guarach & Shapiro, P.A.  
255 University Drive  
Coral Gables, Florida 33134

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in the 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, Florida Statutes.



Registered Agent's Signature

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**ARTICLE IV**

**Manager(s) or Managing Members:**

The name and address of each Manager is as follows:

Title:  
Manager

Name and Address:  
Michele Benesch  
3440 Poinciana Avenue  
Coconut Grove, Florida 33133

Manager

Scott Benesch  
3440 Poinciana Avenue  
Coconut Grove, Florida 33133

(In accordance with section 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.)

B DISTINCT HOLDINGS, LLC



Name: Michele Benesch  
Title: Manager

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TALLAHASSEE, FLORIDA

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