

Division of Corporations

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Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

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To:

Division of Corporations  
Fax Number : (850) 617-6383

From:

Account Name : GREENBERG TRADING - PORT LAUDERDALE  
Account Number : 120040000196  
Phone : (954) 765-0500  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FLORIDA/FOREIGN LIMITED LIABILITY CO.  
SCHILLER MERGER SUB, LLC

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$155.00

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Corporate Filing Menu

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S. HAWKES

DEC 10 2009

EXAMINER

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ARTICLES OF ORGANIZATION  
OF  
SCHILLER MERGER SUB, LLC  
(A Florida Limited Liability Company)

FILED  
09 DEC -9 AM 9:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I  
NAME

The name of the Limited Liability Company is Schiller Merger Sub, LLC.

ARTICLE II  
ADDRESS

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

300 East Bay Drive  
Largo, Florida 33770

ARTICLE III  
DURATION

The period of duration for the limited liability company shall begin on the date of filing these Articles of Organization with the Florida Secretary of State and shall have a perpetual existence and duration, until terminated in accordance with applicable law.

ARTICLE IV  
MANAGEMENT

The Limited Liability Company is to be managed by its managers and is, therefore, a manager-managed company.

ARTICLE V  
MEMBERS' RIGHTS TO CONTINUE BUSINESS

The remaining members of the limited liability company may, pursuant to the vote of members possessing a majority of membership interests in the limited liability company, continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company.

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**ARTICLE VI**  
**INITIAL REGISTERED OFFICE AND AGENT**

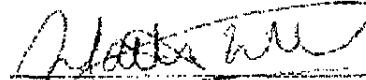
The name and street address of the Limited Liability Company's initial registered agent is:

NRAI Services, Inc.  
2731 Executive Park Drive, Suite 4  
Weston, Florida 33331

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**09 DEC 19 AM 9:36**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

**IN WITNESS WHEREOF**, the undersigned has executed these Articles of Organization  
this 9<sup>th</sup> day of December, 2009.

**AUTHORIZED REPRESENTATIVE:**



Matthew W. Miller

(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.)

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**CERTIFICATE OF ACCEPTANCE BY  
REGISTERED AGENT**

Pursuant to the provisions of the Florida Limited Liability Company Act, the undersigned submits the following statement in accepting the designation as registered agent of Schiller Merger Sub, LLC, a Florida Limited Liability Company (the "Company"), in the Company's Articles of Organization:

Having been named as registered agent and to accept service of process for the Company at the registered office designated in the Company's Articles of Organization, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 9<sup>th</sup> day of December, 2009.

NRAI Services, Inc.

By: [Signature]  
Name: Jennifer Mark  
Title: Assistant Secretary

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