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Florida Department of State
Division of Corporations
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FLORIDA/FOREIGN LIMITED LIABILITY CO.
Empathy Resources, LLC

Certificate of Status	1
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EXAMINER

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**ARTICLES OF ORGANIZATION
OF
EMPATHY RESOURCES, LLC**

The undersigned, for the purpose of forming a limited liability company for profit under the laws of Florida, adopts the following Articles of Organization:

Article I

Name

The name of this limited liability company shall be **EMPATHY RESOURCES, LLC**.

Article II

Principal Office and Mailing Address

The principal office and mailing address of this limited liability company shall be **Magnolia Drive, St. Augustine, Florida 32080.**

Article III

Initial Registered Agent and Address

The name and street address of the initial registered agent of this limited liability company are:

**KEVIN A. KANE
Ivan, Cole & Bonnette P.A.
One Independent Drive
Suite 3131
Jacksonville, Florida 32202**

Article IV

Effective Date; Duration

The existence of this limited liability company shall commence on the date these Articles are filed with the Florida Department of State. This limited liability company shall terminate on the date set forth in its Operating Agreement.

Article V

Purposes

This limited liability company is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States of America and of the State of Florida.

*Kevin A. Kane, Esquire
IVAN, COLE & BONNETTE P.A.
One Independent Drive, Suite 3131
Jacksonville, Florida 32202
Telephone: (904) 358-3006
Fla. Bar No.: 0378770*

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Article VI
Admission of Additional Members

The members may admit one or more additional members to the limited liability company. Admission of any such additional member shall require the unanimous written consent of all members then having an interest in the limited liability company.

Article VII
Management

This limited liability company shall be managed by one or more managers and is, therefore, a manager-managed company. The managers shall be elected in the manner set forth in the Operating Agreement. The managers shall hold the offices and have the responsibilities accorded to them by the members as set out in the Operating Agreement. The names and addresses of the initial managers of this limited liability company are:

JAMES T. BEACH
56 Magnolia Drive
St. Augustine, Florida 32080

ANA KARINA ESPINA
56 Magnolia Drive
St. Augustine, Florida 32080

Article VIII
Operating Agreement

The initial Operating Agreement of this limited liability company shall be adopted by the members. The Operating Agreement shall be adopted, altered, amended or repealed from time to time as provided in the Operating Agreement.

Article IX
Amendment

The members, by vote of members holding a majority of the interests in the limited liability company, shall have the right to amend or repeal any provision contained in these Articles of Organization.

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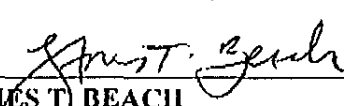
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IN WITNESS WHEREOF, the undersigned member has executed these Articles of
Organization the 25 day of February, 2010.



JAMES T BEACH
"Member"

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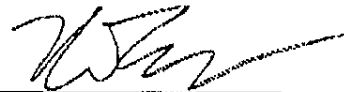
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THIS LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: **EMPATHY RESOURCES, LLC.**
2. The name and the Florida street address of the registered agent are:

KEVIN A. KANE
Ivan, Cole & Bonnette P.A.
One Independent Drive
Suite 3131
Jacksonville, Florida 32202

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 as provided for in Chapter 608, Florida Statutes.



KEVIN A. KANE

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