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B. KOHR

MAR - 2 2010

EXAMINER

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Merlin Holdings, LLC

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- ___ Certificate of Status _____
- ___ Certificate of Fictitious Name _____
- ___ Corp Record Search _____
- ___ Officer Search _____
- ___ Fictitious Search _____
- ___ Fictitious Owner Search _____
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Articles of Organization

for

HENIN HOLDINGS, LLC

a Florida Limited Liability Company

The undersigned, desiring to form a limited liability company under and pursuant to Chapter 608 of the Florida Statutes entitled the Florida Limited Liability Company Act, does hereby adopt the following Articles of Organization for such company:

1. **Name.** The name of this company (hereinafter referred to as "the Company") shall be HENIN HOLDINGS, LLC.

2. **Duration/Continuation.** The period of this company's duration shall be perpetual, unless terminated by the unanimous written agreement of all members or by the death, retirement resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member, unless the business of the company is continued by the consent of all the remaining members, or by amendment of these Articles of Organization providing for the continued existence of the company subsequent to the foregoing events.

3. **Address.** The mailing address and street address for the Company shall be 228 Annie Street, Orlando, Florida 32806.

4. **Registered Agent and Office.** The name of the initial registered agent for this company is Jerome L. Henin, 228 Annie Street, Orlando, Florida 32806.

5. **Admission of Additional Members; and Terms and Conditions of such Admissions:** Additional Members may be admitted upon the approval of a majority of the Members of the Company, upon the written application of such new Member, in the manner set forth in the Regulations of the Company.

6. **Right to Continue Business.** The remaining members may continue the Business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member of the occurrence of any other event which terminates the continued membership of a member in the company.

7. **Management of Company.** The business of the Company shall be managed by at

least one manager. The name and address of the managers who are to serve until the first annual meeting of Members or until their successor or successors are elected and qualify are:

<i>Name</i>	<i>Address</i>
Jerome L. Henin	228 Annie Street Orlando, Florida 32806

8. **Amendment of Articles of Organization.** Any amendment to these Articles of Organization shall be on such form prescribed by the Secretary of State of the State of Florida containing such terms and provisions consistent with Florida Statute 608 as shall be prescribed by the Department of State, and shall be signed and acknowledged by all Members of the Company. In the event a new Member is added by such amendment, it shall be also signed by the member to be added.

9. **Regulations of Company.** The power to adopt, alter, amend or repeal the regulations of the limited liability company shall be vested in the Members, unless vested in the Managers of the company by any subsequent amendments to these Articles of Organization. Regulations adopted by the Members or by the Managers may be repealed or altered, new Regulations may be adopted by the Members, and the Members may prescribe in any Regulations made by them that such Regulations may not be altered, amended or repealed by the Managers.

10. **Informal Action of Members.** Any action of the Members may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Members who would be entitled to vote upon such action at a meeting and filed with the Managers of the Company as part of its records.

11. **Contracting Debt.** Except as otherwise provided by Law, no debt shall be contracted nor liability incurred by or on behalf of this company except by the Managers or, if managed by the Members, by majority vote of the Members of this Company, unless otherwise provided herein.

12. **Transferability of Member's Interest.** An interest of a Member of this company may be transferred or assigned to such extent and in the manner provided in the Operating Agreement. However, if all of the remaining Members of this company do not approve of such proposed transfer or assignment by unanimous written consent, the transferee of the interest of such member shall have no right to participate in the management of the business and affairs of this company or to become a Member. The transferee shall be entitled to receive only the share of profits or other compensation by way of income, and the return of contributions to which that Member otherwise would be entitled.

13. **Withdrawal or Reduction of Member's Contributions to Capital.** A Member

shall not receive out of the Company property any part of his or its contribution to capital until:


(a) all liabilities of the company, except liabilities to Members on account of their contributions to capital, have been paid or sufficient property of the company remains to pay them,

(b) the consent of all Members is had, unless the return of the contributions to capital may be rightfully demanded,

(c) these articles of organization are canceled or so amended as to set out the withdrawal reduction.

A Member shall be entitled to the return of his or its contribution in the manner provided for in the regulations of the company.

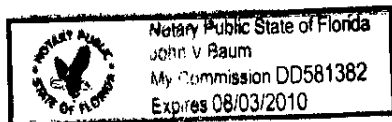
IN WITNESS WHEREOF, the undersigned Incorporator has hereunto set his hand and seals this 23RD day of February, 2010

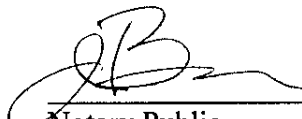

Jerome L. Henin
Manager

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, personally appeared JEROME L. HENIN, who is to me personally known or who produced a Florida Driver's License as proof of his identity, and he acknowledged to and before me that he executed the same for the purposes therein expressed.

Dated this 23RD day of February, 2010.



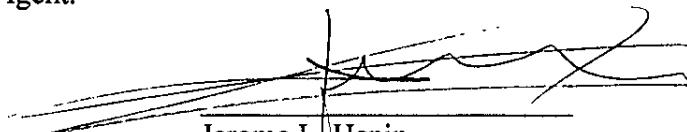

Notary Public
State of Florida at Large

My Commission Expires:

ACCEPTANCE OF APPOINTMENT AS RESIDENT AGENT

Having been named as Registered Agent and to accept service of process for the above

stated limited liability company, 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.



Jerome L. Henin