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**EXAMINER** 



ACCOUNT NO. : 12000000195 REFERENCE: 361000 80690A AUTHORIZATION (: COST LIMIT : ORDER DATE: April 23, 2010 ORDER TIME : 2:50 PM ORDER NO. : 361000-005 CUSTOMER NO: 80690A DOMESTIC FILING NAME: SWS - WINNER HOLDINGS, LLC EFFECTIVE DATE: ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP XX ARTICLES OF ORGANIZATION PLEASE RETURN THE FOLLOWING AS PROOF OF FILING: \_ CERTIFIED COPY XX PLAIN STAMPED COPY CERTIFICATE OF GOOD STANDING

EXAMINER'S INITIALS:

CONTACT PERSON: Susie Knight - EXT. 2956

## ARTICLES OF ORGANIZATION OF A FLORIDA LIMITED LIABILITY COMPANY

The undersigned, in forming a Florida Limited Liability Company ("Company") under the Florida Limited Liability Company Act, Chapter 608 of the Florida Statutes, hereby adopts the following Articles of Organization for such Company:

#### **ARTICLE I - NAME**

The name of this limited liability company is:

SWS - Winner Holdings, LLC

#### ARTICLE II - ADDRESS

The mailing address and the street address of the principal office of the Company is 1600 N.W. 163<sup>rd</sup> Street, Miami, Florida 33169.

#### ARTICLE III - INITIAL REGISTERED AGENT

The name of the initial Registered Agent of the Company is Steven J. Schermer. The street address of the initial Registered Agent Office is 2800 Ponce De Leon Boulevard, Suite 1125, Coral Gables, Florida 33134.

#### **ARTICLE IV - MANAGEMENT**

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

#### **ARTICLE V - AMENDMENTS**

The power to amend these Articles of Organization is reserved in the Members of the Company and any such amendment requires the unanimous written consent of all of the Members of the Company.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 22 day of April, 2010.

By:
Steven J. Schermer, Esq., Authorized Representative

(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).

### ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial Registered Agent of SWS - Winner Holdings, LLC, as made in the foregoing Articles of Organization, and agree to act in such 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 the initial Registered Agent of SWS - Winner Holdings, LLC.

Date: April 22, 2010

Steven J. Schermer, Initial Registered Agent