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

From: Account Name : NATIONAL CORPORATE RESEARCH, LTD
Account Number : 120000000088
Phone : (800)221-0102
Fax Number : (212)564-6083

FILED
10 MAY 12 AM 8:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enter the email address for this business entity to be used for annual report mailings. Enter only one email address please.

Email Address: _____

**FLORIDA LIMITED LIABILITY CO.
PWV VENTURES LLC**

| | |
|-----------------------|----------|
| Certificate of Status | 1 |
| Certified Copy | 0 |
| Page Count | 01 |
| Estimated Charge | \$130.00 |

D. BRUCE
MAY 13 2010
EXAMINER

RECEIVED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

From:

05/12/2010 09:46

#604 P.002/003

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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

PWV Ventures LLC

(Must end with the words "Limited Liability Company," "LLC.," or "LLC.")

ARTICLE II - Address:

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

Principal Office Address:

Mailing Address:

21221 NE 31st Place

21221 NE 31st Place

Aventura, FL 33180

Aventura, FL 33180

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:
(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

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

National Corporate Research, Ltd., Inc.

Name

515 East Park Avenue

Florida street address (P.O. Box NOT acceptable)

Tallahassee FL 32301

City, State, and Zip

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, F.S.



Registered Agent's Signature (REQUIRED)

(CONTINUED)

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ARTICLE IV- Manager(s) or Managing Member(s):


The name and address of each Manager or Managing Member is as follows:

| <u>Title:</u> | <u>Name and Address:</u> |
|--------------------------|---|
| "MGR" = Manager | |
| "MGRM" = Managing Member | |
| <u>MGR</u> | <u>Jason Port</u> <u>21221 NE 31st Place</u> <u>Avonura, FL 33180</u> |
| <u>MGR</u> | <u>Charles Walk</u> <u>71 Murray Street</u> <u>New York, NY 10007</u> |
| | |
| | |
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| | |

(Use attachment if necessary)

ARTICLE V: Effective date, if other than the date of filing: _____ (OPTIONAL.)
(If an effective date is listed, the date must be specific and cannot be more than five business days prior to or 90 days after the date of filing.)

REQUIRED SIGNATURE:



 Signature of a member or an authorized representative of a member.
 (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.)
Mitchell C. Litman, Authorized Representative
 Typed or printed name of signee

Filing Fees:

- \$125.00 Filing Fee for Articles of Organization and Designation of Registered Agent
- \$ 30.00 Certified Copy (Optional)
- \$ 5.00 Certificate of Status (Optional)

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