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FLORIDA LIMITED LIABILITY CO.
Mel B Investors, LLC

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**ARTICLES OF ORGANIZATION
OF
MEL B INVESTORS, LLC**

The undersigned hereby organizes a limited liability company under the provisions of the Florida Limited Liability Company Act, and pursuant to the following Articles of Organization:

ARTICLE 1
Name

The name of this limited liability company is:

Mel B Investors, LLC

(hereafter, the "Company").

ARTICLE 2
Effective Date

The Company shall have perpetual existence, commencing on the date that these Articles of Organization are filed with the Florida Department of State.

ARTICLE 3
Mailing Address and Principal Office

The address of the principal office and the mailing address of the Company is 13770 58th Street North, Suite 312, Clearwater, Florida 33760.

ARTICLE 4
Initial Registered Office and Agent

The street address of the initial registered office of the Company is 601 Bayshore Boulevard, Suite 700, Tampa, Florida 33606, and the name of the initial registered agent of the Company at that address is Richard W. Radke.

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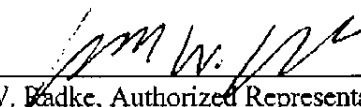
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ARTICLE 5
Management of the Company

The Company is to be managed by one or more managers and is, therefore, a manager-managed company. The name and address of the initial manager of the Company are:

Steven A. Piazza
13770 58th Street North, Suite 312
Clearwater, Florida 33760

IN WITNESS WHEREOF, the undersigned authorized representative of the members has executed these Articles of Organization this 22nd day of June, 2010, and the undersigned registered agent acknowledges that he is familiar with, and accepts, the obligations of his position as registered agent of the Company as provided for in Chapter 608 of the Florida Statutes.



Richard W. Radke, Authorized Representative
and Registered Agent

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