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FLORIDA LIMITED LIABILITY CO.
Botanica Holdings, LLC

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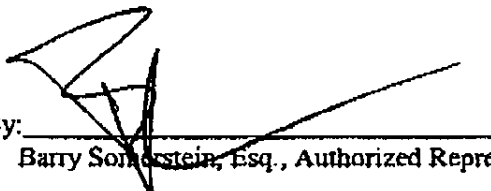
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**ARTICLES OF ORGANIZATION
OF
BOTANICA HOLDINGS, LLC
a Florida Limited Liability Company**

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a Limited Liability Company under the laws of the State of Florida do set forth the following:

1. **NAME.** The name of the Limited Liability Company is BOTANICA HOLDINGS, LLC (the "Company").
2. **MAILING AND STREET ADDRESS OF PRINCIPAL OFFICE.** The mailing and street address of the principal office of the Company is: 1175 N.E. 125th Street, Suite 102, North Miami, Florida 33161.
3. **REGISTERED AGENT.** The name and address of the initial registered agent in the State of Florida, whose Consent to Appointment as Registered Agent accompanies these Articles of Organization, is: Barry Somerstein, Esq., 200 E. Broward Blvd., Suite 1500, Fort Lauderdale, Florida 33301.

The undersigned has executed these Articles of Organization on the 30 day of August, 2010.

By: 
Barry Somerstein, Esq., Authorized Representative

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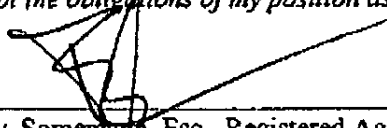
CERTIFICATION OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: Botanica Holdings, LLC.
2. The name and address of the registered agent and office is:

Barry Somerstein, Esq.
200 E. Broward Blvd., Suite 1500
Fort Lauderdale, Florida 33301

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 its 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.



Barry Somerstein, Esq., Registered Agent

Date: August 30, 2010

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