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**EXAMINER**

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**FLORIDA LIMITED LIABILITY CO.  
DH MERRICK, LLC**

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## ARTICLES OF ORGANIZATION OF DH Merrick, LLC

The undersigned, desiring to form a limited liability company for the purposes set forth herein and in conformance with the Florida Limited Liability Company act, hereby establishes the following:

### ARTICLE I - NAME

The name of the company is DH Merrick, LLC, a Florida Limited Liability Company (the "Company").

### ARTICLE II - DURATION

The duration of the Company is perpetual unless sooner dissolved as provided by statute.

### ARTICLE III - PURPOSE

The Company is organized to engage in any business in which a limited liability company may engage under Florida laws.

### ARTICLE IV - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal place of business and the mailing address of the Company shall be 1600 Ponce de Leon Boulevard, PH-1, Coral Gables, Florida 33134.

### ARTICLE V - INITIAL REGISTERED AGENT

The mailing and street address of the initial registered office of the Company is 1600 Ponce de Leon Boulevard, PH-1, Coral Gables, Florida 33134, and the name of the initial registered agent of this Company is Richard Liss.

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#### **ARTICLE VI - INITIAL MEMBERSHIP**

The name of the initial member of the Company and its addresses is as follows:

Dayco Holding Corp., a Florida corporation  
1600 Ponce de Leon Boulevard, PH-1, Coral Gables, Florida 33134

#### **ARTICLE VII - ADMISSIONS OF ADDITIONAL MEMBERS**

Additional members shall be admitted only pursuant to the terms of the operating agreement entered into by the Members of the Company, or upon such other terms as are unanimously agreed to by all Members entitled to a dividend upon dissolution or liquidation.

#### **ARTICLE VIII - CAPITALIZATION**

The Members will outline their capital contributions under a separate agreement.

#### **ARTICLE IX - ADDITIONAL LIABILITY OF MEMBERS**

Additional capital contributions of the Members may be required, but only upon the vote of a majority of Members pursuant to the terms of the operating agreement entered into between the Members of the Company, or supplemental agreement regarding the same.

#### **ARTICLE X - CONTINUITY**

The remaining Members of the Company shall have the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or occurrence of any other event which terminates the continued Membership of a Member in this Company. The return of capital and the distribution of profits shall be determined from the Company's books, as of the effective date of withdrawal, based on

the provisions of the regulations, and paid as soon as practicable without diminishing the prospects of the Company's venture and subject to the limitations of Florida law.

#### **ARTICLE XI - MANAGEMENT**

The business of the Company shall be reserved to and conducted under the exclusive management of its Manager according to the provisions of the operating agreement entered into between the Manager and the Members of the Company. The name and address of the initial Manager of the Company is:

Luis Lamar  
1600 Ponce de Leon Boulevard, PH-1, Coral Gables, Florida 33134

**IN WITNESS WHEREOF**, the undersigned has executed these Articles of Organization in accordance with 608.408(3), Florida Statutes, and in executing the Affidavit above affirms under penalties of perjury the facts stated herein are true on this 1<sup>st</sup> day of September, 2010.

MEMBER

Dayco Holding Corp., a Florida corporation

By:

Luis Lamar, Vice President

MANAGER

Luis Lamar

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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 808.415 OR 808.807, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, 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: DH Merrick, LLC, a Florida Limited Liability Company.
2. The name and address of the registered agent and office is:

Richard Liss  
1600 Ponce de Leon Boulevard, PH-1, Coral Gables, Florida 33134

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.

Dated this 1<sup>st</sup> day of September, 2010.



Richard Liss

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