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Division of Corporations

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Florida Department of State
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To:

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

From:

Account Name : WARD, DAMON & POSNER, P.A.
Account Number : 072262000447
Phone : (561) 842-3000
Fax Number : (561) 842-3626

L. SELLERS
SEP 22 2010
EXAMINER

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

Email Address: MJPOSNER@WARDAMON.COM

**FLORIDA LIMITED LIABILITY CO.
PHOENIX HOLDINGS US, LLC**

Certificate of Status	0
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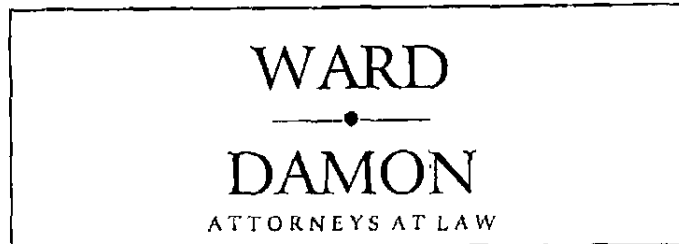
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WEST PALM BEACH, FL 33407
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FACSIMILE TRANSMISSION INFORMATION SHEET

Date: September 21, 2010
To: EFIL
Firm/Company: Secretary of State of Florida Division of Corporations
Facsimile Number: (850) 617-6383
Total pages: 5
From: Michael J Posner, Esquire
mjposner@warddamon.com
Re: H10000208860 3
PHOENIX HOLDINGS US, LLC

MESSAGE

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Notice: The pages accompanying this facsimile transmission contain information from the law firm of Ward Damon which is confidential or privileged. The information is intended to be for the use of the individual or entity named on this cover letter. If you are not the intended recipient, be aware that any disclosure, copying, distribution or use of the contents of this information is prohibited. If you have received this facsimile in error, please notify us by telephone immediately so that we can arrange for the retrieval of the original documents at no cost to you.

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STATE
TALLAHASSEE, FL

Fax Audit No.: H10000208860 3

ARTICLES OF ORGANIZATION

OF

PHOENIX HOLDINGS US, LLC

THE UNDERSIGNED, pursuant to the Florida Limited Liability Company Act, adopts the following Articles of Organization for such Limited Liability Company:

ARTICLE I - NAME

The name of this Limited Liability Company is:

PHOENIX HOLDINGS US, LLC

ARTICLE II - DURATION

The duration of this Limited Liability Company is perpetual.

ARTICLE III - PURPOSE

The purpose for which this Limited Liability Company is organized is to engage in any lawful act or activities for which limited liability companies may be organized under the laws of the State of Florida.

ARTICLE IV - MAILING ADDRESS OF LIMITED LIABILITY COMPANY

The mailing address of the business of this Limited Liability Company is 1831 SW 7th Avenue, Pompano Beach, FL 33060 and the principal place of business of this Limited Liability Company is 1831 SW 7th Avenue, Pompano Beach, FL 33060.

ARTICLE V - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of this Limited Liability Company's initial registered office in Florida is 4420 Beacon Circle, Suite 100, West Palm Beach, Florida 33407 and the initial registered agent at that address is Michael J Posner, Esq.

FILED
19 SEP 21 AM 9:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Prepared by: Michael J Posner, Esq.
4420 Beacon Circle, Suite 100
West Palm Beach, Florida 33407

Bar No: 525685 ♦ Phone: 561/842-3000

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ARTICLE VI - MANAGEMENT

The Limited Liability Company is to be managed by one or more managers and is therefore a manager - managed limited liability company. The name and address of the initial manager is as follows:

Name:Address:

Oliver Troll

1831 SW 7th Avenue, Pompano Beach, FL 33060

DATED this 21st day of September, 2010.

By: 

Michael J Posner, Organizer

(In accordance with Florida Statutes §608.408(3) the execution of this document constitutes an affirmation under penalties of perjury that the facts stated herein are true.)

STATE OF FLORIDA; COUNTY OF PALM BEACH) ss:

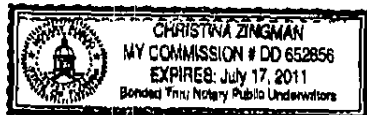
I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Michael J Posner, Organizer, to me known to be the person described in and who executed the foregoing instrument and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 21st day of September, 2010.

Notary Public

Sign: 

My Commission Expires:



Prepared by: Michael J Posner, Esq.
4420 Beacon Circle, Suite 100
West Palm Beach, Florida 33407
Bar No: 525685 ♦ Phone: 561/842-3000

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**CERTIFICATE DESIGNATING PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

ACKNOWLEDGMENT:

Having been named as registered agent and to accept service of process for **PHOENIX HOLDINGS US, LLC**, at the initial registered office of the Limited Liability Company in this State designated in its Articles of Organization, 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, Florida Statutes.

Date: September 21, 2010.



Michael J Posner
4420 Beacon Circle
West Palm Beach, Florida 33407

s:\users\mjp\troll oliver\phoenix holdings\articles of organization .doc

Prepared by: Michael J Posner, Esq.
4420 Beacon Circle, Suite 100
West Palm Beach, Florida 33407
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