Division of Corporations

# Florida Department of State

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# FLORIDA LIMITED LIABILITY CO. SDGT, LLC

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# ARTICLES OF ORGANIZATION

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#### Article I. Name

The name of this Florida limited liability company is: SDGT, LLC

#### Article II. Address

The street and mailing address of the Company's initial principal office is: SDGT, LLC 5632 La Gorce Drive Miami Beach FL 33140

#### Article III. Registered Agent

The name and street address of the Company's registered agent is:

Homer Bonner, P.A. 1441 Brickell Avenue, Suite 1200 Four Seasons Tower Miami FL 33131 USA

# Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Homer Bonner, P.A. 1441 Brickell Avenue, Suite 1200 Four Seasons Tower Miami FL 33131 (305) 350-5120 H10000217967

### Article V. Distribution of Profits

Unless otherwise provided in the Company's Operating Agreement, there shall not be any distribution of profits unless each separate distribution is approved by the affirmative vote of members who own more than 50% of the voting interest in the Company. The voting members shall have complete discretion on when and if to approve any distribution of profits.

#### Article VI. Management

This will be a manager-managed company.

# Article VII. Company Existence

The Company's existence shall begin effective as of October 4, 2010. The undersigned authorized representative of a member executed these Articles of

Organization on October 4, 2010.

HOMER BONNER, P

by Veronica Pacz as attorrey-in fact

Homer Bonner, P.A. 1441 Brickell Avenue, Suite 1200 Four Seasons Tower Miami FL 33131 (305) 350-5120 H10000217967

# STATEMENT OF REGISTERED AGENT

LIMITED LIABILITY COMPANY: SDGT, LLC

**REGISTERED AGENT/OFFICE:** 

Homer Bonner, P.A. 1441 Brickell Avenue, Suite 1200 Four Seasons Tower Miami FL 33131

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

HOMER BONNER, PA. Registered Agent

by Veronica Pacz as attorney-in-fact

Date: October 4, 2010

SECRETARY OF STATE
DIVISION OF CORPORATION

10 OCT -4 AM 8: OR

Homer Bonner, P.A. 1441 Brickell Avenue, Suite 1200 Four Seasons Tower Miami FL 33131 (305) 350-5120