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**FLORIDA LIMITED LIABILITY CO.
SUGARLOAF INVESTMENT PARTNERS, LLC**

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ARTICLES OF ORGANIZATION

OF

SUGARLOAF INVESTMENT PARTNERS, LLC

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be SUGARLOAF INVESTMENT PARTNERS, LLC (the "Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company in Florida shall be 255 Alhambra Circle, Suite 850, Coral Gables, FL 33134.

ARTICLE III - DURATION

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall be perpetual, unless the Company is earlier dissolved as provided in the regulations adopted by the members.


ARTICLE IV - PURPOSES AND POWERS

The general purpose for which the Company is organized is to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE V - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is Brian A. Hart, 255 Alhambra Circle Suite 850, Coral Gables, FL 33134

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Organization at Miami, Florida for the foregoing uses and purposes this 19th day of October, 2010.



Brian A. Hart, as the Authorized Representative
of a Member

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**CERTIFICATE 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 SUGARLOAF INVESTMENT PARTNERS, LLC.

2. The name and address of the registered agent and office is:

Brian A. Hart
255 Alhambra Circle, Suite 850
Coral Gables, FL 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.


Brian A. Hart

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