

**Electronic Articles of Organization
For
Florida Limited Liability Company**

L10000111305
FILED 8:00 AM
October 25, 2010
Sec. Of State
tcline

Article I

The name of the Limited Liability Company is:

CAERUS VENTURES LLC

Article II

The street address of the principal office of the Limited Liability Company is:

1601 FORUM PLACE
SUITE 1010
WEST PALM BEACH, FL. US 33401

The mailing address of the Limited Liability Company is:

1551 NORTH FLAGLER DRIVE
SUITE 1111
WEST PALM BEACH, FL. US 33401

Article III

The purpose for which this Limited Liability Company is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The name and Florida street address of the registered agent is:

RICHARD RAMPELL CPA
223 SUNSET AVENUE
SUITE 200
PALM BEACH, FL. 33480

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.

Registered Agent Signature: RICHARD RAMPELL

Article V

The name and address of managing members/managers are:

Title: MGRM
ZACHARY A CHERRY
1601 FORUM PLACE, SUITE 1010
WEST PALM BEACH, FL. 33401 US

Title: MGRM
JAMES C HOLMES III
1551 NORTH FLAGLER DRIVE, SUITE 1111
WEST PALM BEACH, FL. 33401 US

Title: MGRM
GIL A WEISBLUM
708 THIRD AVENUE, SUITE #1610
NEW YORK, NY. 10017 US

Article VI

The effective date for this Limited Liability Company shall be:

10/20/2010

Signature of member or an authorized representative of a member

Signature: ZACHARY A. CHERRY

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