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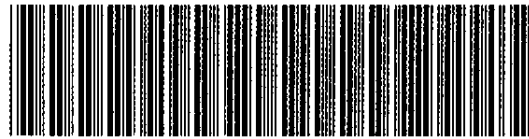
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DIVISION OF CORPORATIONS
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T. HAMPTON

JAN 12 2011

EXAMINER

COVER LETTER

**TO: Registration Section
Division of Corporations**

SUBJECT: Lever & McAlilly, LLC

Name of Limited Liability Company

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Zachry C. Lever

Name of Person

Lever & McAlilly, LLC

Firm/Company

2144 St. Johns Avenue

Address

Jacksonville, Florida 32204

City/State and Zip Code

zachrylever@gmail.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Zachry C. Lever

Name of Person

at (904)

616-2703

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

☐ \$125.00 Filing Fee

☐ \$130.00 Filing Fee &
Certificate of Status

☐ \$155.00 Filing Fee &
Certified Copy
(additional copy is enclosed)

☒ \$160.00 Filing Fee,
Certificate of Status &
Certified Copy
(additional copy is enclosed)

Mailing Address

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street/Courier Address

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**ARTICLES OF ORGANIZATION
OF
LEVER & MCALILLY, LLC**

The undersigned organizer, who is a member of Lever & McAlilly, LLC (the "Company"), under the Florida Limited Liability Company Act, hereby adopts the following Articles of Organization.

ARTICLE I - NAME

The name of the Company is Lever & McAlilly, LLC.

ARTICLE II - PRINCIPAL OFFICE

The street address and the mailing address of the principal office of the Company is 2144 St. Johns Avenue, Jacksonville, Florida 32204.

ARTICLE III - INITIAL REGISTERED AGENT AND ADDRESS

The name and street address of the initial registered agent are Zachry C. Lever, 2144 St. Johns Avenue, Jacksonville, Florida 32204.

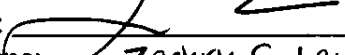
ARTICLE IV - MANAGEMENT

The Company shall be a member-managed company. The Company shall initially have two members that will serve as managing members:

Managing Member:	Zachry C. Lever 2144 St. Johns Avenue Jacksonville, Florida 32204
Managing Member:	Lee M. McAlilly 100 South 4th Street, Apartment 2J Brooklyn, New York 11211

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IN WITNESS WHEREOF, the undersigned Managing Member of the Company has executed the foregoing Articles of Organization on the 9th day of January 2011.

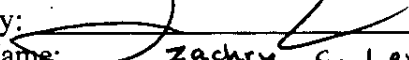
By: 
Name: Zachry C. Lever
Title: Managing Member

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, LEVER & MCALILLY, LLC, A FLORIDA LIMITED LIABILITY COMPANY, SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is Lever & McAlilly, LLC.
2. The name and the Florida street address of the registered agent and office are Zachry C. Lever, 2144 St. Johns Avenue, Jacksonville, Florida 32204.

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 as provided for in Chapter 608, F.S.

By: 
Name: Zachry C. Lever
Title: Managing Member
Date: 1-9-2011

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