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Division of Corporations

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FLORIDA LIMITED LIABILITY CO.
Railhead Holdings, L.L.C.

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EXAMINER

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**ARTICLES OF ORGANIZATION
OF
RAILHEAD HOLDINGS, L.L.C.**

The undersigned acting as organizer of RAILHEAD HOLDINGS, L.L.C., under the Florida Limited Liability Company Act, adopts the following Articles of Organization for said limited liability company.

**ARTICLE I
NAME**

The name of the limited liability company shall be RAILHEAD HOLDINGS, L.L.C. (the "Company").

**ARTICLE II
DURATION**

The Company shall exist perpetually, unless dissolved according to law or as set forth in any Operating Agreement adopted by the Company.

**ARTICLE III
PURPOSE**

The Company is organized pursuant to the Florida Limited Liability Company Act for the purpose of conducting any lawful activity in Florida or as more specifically set forth in the Operating Agreement for the Company, with the powers described in the Florida Limited Liability Company Act and as set forth in any Operating Agreement adopted by the Company.

**ARTICLE IV
BUSINESS ADDRESS/MAILING ADDRESS**

The address of the place of business of the Company shall be 1401 B Rail Head Boulevard, Naples, Florida 34110. The mailing address of the Company shall be 1401 B Rail Head Boulevard, Naples, Florida 34110.

Prepared by:
Kent A. Skrivan, Esq.
Stetler & Skrivan, PL
1421 Pine Ridge Road, Suite 120
Naples, Florida 34109
(239) 597-4500
Bar #0093552

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ARTICLE V
MANAGEMENT

The Company is to be managed by its Members. The Members may appoint one or more Managing Members to act on behalf of the Company. The name and address of the Initial Members are:

Larry Schuchman
1401 B Rail Head Boulevard
Naples, Florida 34110

Joshua J. Tuyls
1401 B Rail Head Boulevard
Naples, Florida 34110

Shelley R. Klenzie
1401 B Rail Head Boulevard
Naples, Florida 34110

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ARTICLE VI
REGISTERED AGENT

The name and address of the Company's initial registered agent and registered office is Shelley R. Klenzie, 1401 B Rail Head Boulevard, Naples, Florida 34110.

ARTICLE VII
ADMISSION OF ADDITIONAL MEMBERS

Additional members may be admitted to the Company upon the consent of and approval of the members as may be more specifically set forth in any Operating Agreement adopted by the Company, and then only upon the condition that a new member be bound by and become a party to said Operating Agreement.

ARTICLE VIII
DISSOLUTION, CONTINUATION

The members shall have the right to continue the Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or occurrence of any other event which terminates the membership of a member in the Company as may be more specifically provided in any Operating Agreement adopted by the Company.

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ARTICLE IX
ADDITIONAL PROVISIONS

The effective date of this limited liability company shall be upon filing.

IN WITNESS WHEREOF, the undersigned has caused these Articles of Organization to be executed this 15th day of MARCH 2011.

By: L+SL
Larry Schuchman, Organizer

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

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/RESISTERED OFFICE

In compliance with Section 608.415, Florida Statutes, the undersigned Limited Liability Company submits the following statement in designating the registered agent/registered office, in the State of Florida:

1. The name of the Limited Liability Company is RAILHEAD HOLDINGS, L.L.C.

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

Shelley R. Klenzie
1401 B Rail Head Boulevard
Naples, Florida 34110

By: L+SL
Larry Schuchman, Organizer

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REGISTERED AGENT ACCEPTANCE

Having been named as Registered Agent and to accept service of process for the above stated Corporation at the place designated in the 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 the 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.

Date 3.15.11

S. Kienzie L.S.
Shelley R. Kienzie

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