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Division of Corporations

Tew Cardenas

FAX No. 305 536 1116

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SP-IN

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March 21, 2011

FLORIDA DEPARTMENT OF STATE
Division of Corporations

TEW CARDENAS, LLP

SUBJECT: SP-IN LLC
REF: W11000013870

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

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Adding "of Florida" or "Florida" to the end of a name is not acceptable.

The document number of the name conflict is P93000047474 "SPIN, INC."

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Karen A Saly
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**ARTICLES OF ORGANIZATION
FOR
BEAR CUT**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE 1
NAME**

The name of this limited liability company is **BEAR CUT LLC**, a Florida limited liability company.

**ARTICLE 2
ADDRESS**

The mailing address and street address of the principal office of the limited liability company is 1172 South Dixie Highway, Suite 481, Coral Gables, FL 33146, or at such other location as may hereafter be determined by the Members, Manager, and/or Managing Members.

**ARTICLE 3
REGISTERED AGENT, REGISTERED
OFFICE AND REGISTERED AGENT'S SIGNATURES:**

The name and the Florida street address of the registered agent is: Brian Tague, PA whose address is c/o Tew Cardenas LLP, 1441 Brickell Avenue, 15th Floor, Miami, FL 33131.

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 property 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.

Brian P Tague

Brian Tague, PA

**ARTICLE 4
MANAGEMENT AND MEMBERS**

The limited liability company will have the Members, Manager and/or Managing Members assigned at a later date.

Brian P Tague

Brian Tague, Authorized Signatory

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)