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Email Address: msmith@naomythompson.com

**FLORIDA LIMITED LIABILITY CO.  
WATERFALL, LLC**

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Page Count	02
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EXAMINER

APR 27 2011

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**ARTICLES OF ORGANIZATION**  
**FOR**  
**WATERFALL AGENCY, LLC**

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statute 608 entitled the Florida Limited Liability Company Act, as amended, does hereby adopt the following Articles of Organization for such company:

**ARTICLE I. NAME**

The name of this company shall be WATERFALL AGENCY, LLC; and shall be referred to herein as "the Company" or "this Company."

**ARTICLE II. MAILING AND STREET ADDRESS**

The mailing address and the street address for the Company is c/o Najmy Thompson, P.L., Attn: Michael J. Smith, Esq., 1401 8th Avenue West, Bradenton, Florida 34205.

**ARTICLE III. REGISTERED AGENT AND OFFICE**

The name and street address of the initial registered agent and office of this Company is as follows:

Michael J. Smith, Esq.  
c/o Najmy Thompson, P.L.  
1401 8th Avenue West  
Bradenton, Florida 34205

**ARTICLE IV. MANAGEMENT OF COMPANY**

The Company shall be a member-managed limited liability company and the initial Managing Member shall be Martin Michael.

Prepared By:  
Michael J. Smith, Esq.  
Fla. Bar No. 0016252  
Najmy Thompson, P.L.  
1401 8th Avenue West  
Bradenton, Florida 34205  
(941) 748-2218

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ARTICLE V. INDEMNIFICATION

This Company shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

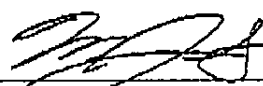
IN WITNESS WHEREOF, the undersigned, as the authorized representative of the Managing Member, has signed these Articles of Organization on this 8th day of April, 2011.

  
Michael J. Smith, Authorized Representative

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

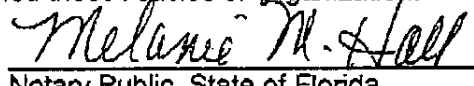
ACCEPTANCE BY REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for the above stated limited liability company, 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 in Chapter 608, F.S.

  
Michael J. Smith

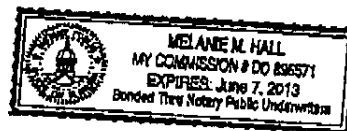
STATE OF FLORIDA  
COUNTY OF MANATEE

On April 8, 2011, Michael J. Smith, designated above as the individual who shall serve as this Company's Registered Agent, who is personally known to me and who personally appeared before me and signed these Articles of Organization.

  
Notary Public, State of Florida

Prepared By:  
Michael J. Smith, Esq.  
Fla. Bar No. 0016252  
Najmy Thompson, P.L.  
1401 8th Avenue West  
Bradenton, Florida 34205  
(941) 748-2216

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