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**FLORIDA LIMITED LIABILITY CO.
R-Way Real Estate Florida, LLC**

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J. SAULSBERRY
EXAMINER

JUL 18 2011

**ARTICLES OF ORGANIZATION
OF
R-Way Real Estate Florida, LLC**

The undersigned, being the manager, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

ARTICLE I

NAME

The name of the limited liability company is R-Way Real Estate Florida, LLC (the "Company").

ARTICLE II

ADDRESS

The principal office and mailing address of the Company is as follows:

900 Biscayne Blvd, Unit 4610
Miami, Florida 33132

ARTICLE III

REGISTERED AGENT AND OFFICE

The Company designates 1000 Brickell Avenue, Suite 215, Miami, Florida 33131 as the street address of the initial registered office of the Company and names Corporate Maintenance Services, LLC, a Florida company as the Company's initial registered agent at that address to accept service of process within this state.

ARTICLE IV

MANAGEMENT

The Company shall be conducted, carried on, and managed by at least one (1) Manager. The Manager shall also have the rights and responsibilities described in the Operating Agreement of the Company. The Manager, who shall serve in such capacity until its successor is duly elected and qualified, shall be:

R-Way Corp., a British Virgin Islands company

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ARTICLE V

DURATION AND CONTINUATION

The period of the Company's duration shall commence with the filing of these Articles of Organization with the Secretary of State, and shall continue perpetually, unless terminated (i) in accordance with the Company's Operating Agreement, or (ii) by the written agreement of a majority of ownership interest.

ARTICLE VI

PURPOSE

The purpose for which the Company is being formed is to engage in any activity, or business permitted under the laws of the United States and the State of Florida.

ARTICLE VII

ADDITIONAL MANAGERS

Additional Managers may be admitted upon the approval of a majority of the ownership interest of the Company, upon the written application of such new Manager, in the manner set forth in the Operating Agreement of the Company.

ARTICLE VIII

OPERATING AGREEMENT

The power to adopt, alter, amend, or repeal the Operating Agreement of the Company shall be vested in the Managers of the Company in the manner set forth in the Operating Agreement of the Company.

IN WITNESS WHEREOF, the undersigned has hereunto set its hand and seal this 13th day of July, 2011.

R-Way Corp., a British Virgin Islands company

By: 

Name: Andres Rosenblatt
Title: Director

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ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for R-Way Real Estate Florida, LLC, to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and acknowledges that the undersigned is familiar with, and accepts, the obligations of such position on this 13th day of July, 2011.

CORPORATE MAINTENANCE SERVICES, LLC

By: _____

Nicholas Stanham, Manager

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