

11/15/2011 11:43 FAX 2396 33194

Cummings & Lockwood, LLC

001/004

Division of Corporations

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Florida Department of State
Division of Corporations
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To:
Division of Corporations
Fax Number : (850) 617-6383

From:
Account Name : CUMMINGS & LOCKWOOD, LLC
Account Number : 102336001100
Phone : (239) 649-3101
Fax Number : (239) 430-3344

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

FLORIDA LIMITED LIABILITY CO.
SHE International LLC

| | |
|-----------------------|----------|
| Certificate of Status | 1 |
| Certified Copy | 0 |
| Page Count | 02 |
| Estimated Charge | \$130.00 |

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T. HAMPTON

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EXAMINER

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**ARTICLES OF ORGANIZATION
OF
SHE International LLC**

ARTICLE I

Name

The name of this Limited Liability Company is SHE International LLC (the "Company").

ARTICLE II

Address

The street address and the mailing address of the principal office of the Company is:

c/o Cummings & Lockwood LLC
3001 Tamiami Trail North, Suite 400
Naples, Florida 34103

ARTICLE III

Purpose

The purpose for which this limited liability company is organized is for any and all lawful business as a limited liability company.

ARTICLE IV

Duration

The period of duration for the Company is perpetual.

ARTICLE V

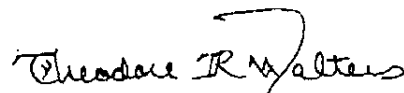
Registered Office and Agent

The name and the Florida street address of the registered agent are:

CLASP, INC.
3001 TAMAMIAMI TRAIL NORTH, SUITE 400
NAPLES, FLORIDA 34103

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TALLAHASSEE, FLORIDA

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.



Theodore R. Walters, Vice President

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ARTICLE VI
Management

The Company is to be managed by one or more managers and is, therefore, a manager-managed company. The name and address of the initial manager of the Company is:

Thomas M. Hancock, Manager
c/o Cummings & Lockwood LLC
3001 Tamiami Trail North, Suite 400
Naples, Florida 34103

ARTICLE VII
Limitation on Agency Authority of Members

Pursuant to Section 608.4235, Florida Statutes, no member of the Company shall be an agent of the Company for the purpose of its business solely by virtue of being a member, and no member may bind the Company by taking any action solely by virtue of being a member.

ARTICLE VIII
Written Operating Agreement

Any Operating Agreement entered into by the members of the Company, and any amendments or restatements thereof, shall be in writing. No oral agreement among any of the members or managers of the Company shall be deemed or construed to constitute any portion of, or otherwise affect the interpretation of, any written operating agreement of the Company, as amended and in existence from time to time.

Dated this 9th day of November, 2011.

By: _____

Thomas M. Hancock
Manager

(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.)

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