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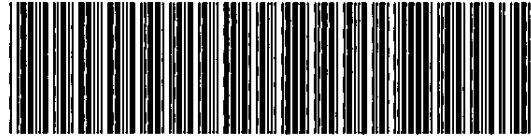
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T. HAMPTON

**Ann Foxwell Hurlock**  
**Attorney at Law**

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**422 Fleming Street**  
**Key West, Florida 33040**

**Telephone**  
**(305) 293-8580**

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**(305) 293-8109**

**State of Florida**  
**Division of Corporations**  
**Registration Section**  
**P.O. Box 6327**  
**Tallahassee, Florida 32314**

**January 23, 2012**

**Re: Articles of Organization**  
**Marilyn Henley Real Estate, L.L.C.**

**To Whom It May Concern:**

**The enclosed Articles of Organization and fees are submitted for filing. Please return all correspondence concerning this matter to the Law Offices of Ann Foxwell Hurlock at the above captioned address.**

**Enclosed please find payment in the amount of \$125 to cover filing costs.**

**Should you have any questions regarding this matter, kindly contact me at your convenience.**

**Very truly yours,**

  
**Ann F. Hurlock**

ARTICLES OF ORGANIZATION  
OF  
MARILYN HENLEY REAL ESTATE L.L.C.  
A LIMITED LIABILITY COMPANY

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In order to form a limited liability company pursuant to Florida Statute 608.407, the undersigned certifies that the stated purpose herein is to become a limited liability company under the laws of the State of Florida and to provide for the formation, rights, privileges and immunities of a limited liability company for profit. I further declare that the following Articles of Organization shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be MARILYN HENLEY REAL ESTATE, L.L.C., and its principal office shall be located at 4524 West 225 Street, Cleveland, State of Ohio, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II

PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability

company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize and in any manner dispose of the rights and property so acquired.

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney in fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws lawfully carry on, exercise or do.

### ARTICLE III

### EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in

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any regulations of the limited liability company by unanimous vote of the members of the limited liability company.

## ARTICLE IV

### MANAGEMENT

Management of this limited liability company is reserved to its member, whose name and address are as follows: 1) Marilyn Henley, 4524 West 225 Street, Cleveland, Ohio 44126.

## ARTICLE V

### MEMBERSHIP RESTRICTIONS

Member shall have the right to admit a new member or members as desired. Contributions of new member(s) shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

## ARTICLE VI

### CAPITAL CONTRIBUTIONS

Capital contributions shall be made as follows: real property at 1020 Varela Street, Key West, Florida 33040 having a value of approximately \$600,000 shall be contributed by Marilyn Henley to the limited liability company.

Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

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## ARTICLE VII

### PROFITS AND LOSSES

(A) *Profit Sharing*: The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits.

(B) *Losses*: All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in equal shares.

## ARTICLE VIII

### DURATION

This limited liability company shall become effective at the time of filing and shall exist until dissolved in a manner provided by law, or as provided in any regulations adopted by the members.

## ARTICLE IX

### INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is: #3 Nassau Lane, City of Key West, County of Monroe, State of Florida, 33040 and the name of the company's initial registered agent at that address is: Stephanie Vestal.

## ARTICLE X

### AUTHORIZED SIGNATURES

The undersigned, being the original member of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of MARILYN HENLEY REAL

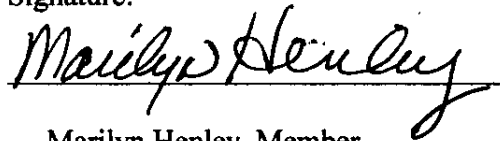
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ESTATE, L.L.C.

Executed by the undersigned at Key West, Florida on January 19  
2012

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. I am aware that any false information in a document to the Department of State constitutes a third degree felony as provided for in F.S. 817.155.

Signature:



Marilyn Henley, Member

REGISTERED AGENT, REGISTERED OFFICE AND REGISTERED AGENT'S  
SIGNATURE:

"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.



Registered Agent Signature --- Stephanie Vestal

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