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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 : MACFARLANE FERGUSON & MCMULLEN (CLEARWATER)  
Account Number : 071005001001  
Phone : (727) 441-8966  
Fax Number : (727) 442-8470

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

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FLORIDA LIMITED LIABILITY CO.

TBD, LLC

Certificate of Status	1
Certified Copy	0
Page Count	01
Estimated Charge	\$130.00

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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February 1, 2012

Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Re: TBD, LLC

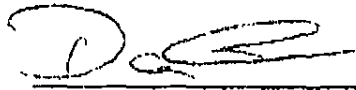
Dear Sir or Madam:

Please allow this letter to serve as authorization of release of the name TBD, LLC to be formed by David Phillip at Macfarlane Ferguson & McMullen, on behalf of his client, which named was voluntarily dissolved on January 23, 2012 as indicated by the attached dissolution.

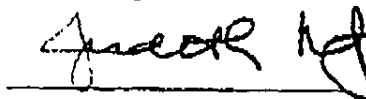
If you have any questions, please do not hesitate to contact me.

Sincerely,

Darin Metzger

A handwritten signature in dark ink, appearing to read 'Darin Metzger', written over a horizontal line.

Judith Metzger

A handwritten signature in dark ink, appearing to read 'Judith Metzger', written over a horizontal line.

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**ARTICLES OF ORGANIZATION  
OF  
TBD, LLC**

The undersigned subscriber to these Articles of Organization, a natural person competent to contract, does hereby form a limited liability company under the laws of the State of Florida.

**ARTICLE I  
Name**

The name of the limited liability company shall be:

TBD, LLC

**ARTICLE II  
Address and Place of Business**

The mailing address and principal place of business for the limited liability company is:

127 Fairbanks Avenue, Suite 503  
Winter Park, Florida 32789

**ARTICLE III  
Period of Duration**

The limited liability company shall begin existence on the day of filing, and shall continue into perpetuity, or until dissolved in a manner provided by law or by regulations adopted by the Members of the limited liability company.

**ARTICLE IV  
Purposes**

The limited liability company may engage in the transaction of any or all lawful business for which limited liability companies may be formed under the laws of the State of Florida.

David R. Phillips, Esq. #070259  
Macfarlane Ferguson & McMullen  
625 Court Street, Suite 2000  
Clearwater, Florida 33756  
(727) 441-8966

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TALLAHASSEE, FLORIDA

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**ARTICLE V**  
**Registered Office and Registered Agent**

The street address of the limited liability company's initial registered office is 625 Court Street, Suite 200, Clearwater, Florida 33756 and the initial registered agent at such address is David R. Phillips, Esq. The limited liability company may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 608.416, Florida Statutes. David R. Phillips is specifically authorized to sign and file such Affidavits as may be required under Section 608.407, Florida Statutes.

**ARTICLE VI**  
**Management**

The management of the limited liability company, unless otherwise provided in the articles of organization or the operating agreement, shall be vested in a Board of Managers.

**ARTICLE VII**  
**Continuity of Business**

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or upon the occurrence of any other event which terminates the continued membership of a member in the limited liability company, the business of the limited liability company shall not cease and the limited liability company shall not be dissolved unless the business of the limited liability company is terminated by the consent or agreement of all remaining Members.

**ARTICLE VIII**  
**Operating Agreement**

The members of the limited liability company shall adopt an operating agreement which shall act as the operating agreement of the members pertaining to the regulation, management and affairs of the limited liability company, provided that such operating agreement shall not be inconsistent with these Articles of Organization or with the laws of the State of Florida. The operating agreement shall be repealed or altered only by the members of the limited liability company, in the manner now or hereafter prescribed by the laws of the State of Florida.

David R. Phillips, Esq. #070259  
Macfarlane Ferguson & McMullen  
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**ARTICLE IX**  
**Acknowledgment**

The undersigned subscriber does hereby certify that the foregoing constitutes the proposed Articles of Organization of TBD, LLC.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 2<sup>ND</sup> day of February, 2012.



DAVID R. PHILLIPS, ESQ.  
Attorney and Authorized Representative

David R. Phillips, Esq. #070259  
Macfarlane Ferguson & McMullen  
625 Court Street, Suite 2000  
Clearwater, Florida 33756  
(727) 441-8966

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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

TBD, LLC

2. The name and address of the registered agent and office is:

David R. Phillips, Esq.  
Macfarlane Ferguson & McMullen  
625 Court Street, Suite 200  
Clearwater, Florida 33756

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.

Dated this 2<sup>ND</sup> day of February, 2012.



David R. Phillips

David R. Phillips, Esq. #070259  
Macfarlane Ferguson & McMullen  
625 Court Street, Suite 2000  
Clearwater, Florida 33756  
(727) 441-8966

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