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MANDALAY HOLDINGS, LLC

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APR 10 2012

**ARTICLES OF ORGANIZATION
OF
MANDALAY HOLDINGS, LLC**

The undersigned, acting as the organizer of a limited liability company to be formed under the Florida Limited Liability Company Act, as amended (the "Act"), hereby forms a Florida limited liability company (this "Company") pursuant to the Act and hereby sets forth the following Articles of Organization (these "Articles"):

**ARTICLE I
Name**

The name of this Company shall be: MANDALAY HOLDINGS, LLC.

**ARTICLE II
Place of Business**

The principal place of business and mailing address of this Company shall be 215 Sarasota Road, Belleair, Florida 33756, and such other place or places as may be designated by the manager from time to time.

**ARTICLE III
Registered Agent and Office**

The initial registered agent for this Company shall be Peter A. Rivellini and the address of the registered agent for service of process shall be 911 Chestnut Street, Clearwater, Florida 33756

**ARTICLE IV
Management of Business**

The Company shall be manager-managed. The initial manager of the company is:

Chad Zaring
215 Sarasota Road
Clearwater, Florida 33756

The undersigned has executed these Articles of Organization this 4th day of April, 2012.


PETER A. RIVELLINI,
Authorized Representative

Prepared By:
Peter A. Rivellini, Esquire
Johnson, Pope, Bokor, Ruppel & Burns, LLP
911 Chestnut Street
Clearwater, Florida 33756
(727) 461-1818
Bar No. 0067156

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CERTIFICATE OF DESIGNATION
AND ACCEPTANCE OF REGISTERED AGENT

The undersigned, having been named Registered Agent and designated to accept service of process for the above-stated Company, at 911 Chestnut Street, Clearwater, Florida 33756, hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of the duties hereunder.

Dated this 4th day of April, 2012


PETER A. RIVELLINI

#599184

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