

Division of Corporations

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Florida Department of State
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FLORIDA LIMITED LIABILITY CO.
BEACH DOG CHICAGO III, LLC

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**ARTICLES OF ORGANIZATION
OF
BEACH DOG CHICAGO III, LLC
A Florida Limited Liability Company**

The undersigned, acting as an authorized representative of the member of a limited liability company under the Florida Limited Liability Company Act as set forth in Chapter 608 of the Florida Statutes, does hereby adopt the following Articles of Organization for BEACH DOG CHICAGO III, LLC (the "Company"):

ARTICLE I

NAME

The name of the Company is BEACH DOG CHICAGO III, LLC and its principal place of business shall be in the City of Delray Beach, County of Palm Beach, State of Florida, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

**ARTICLE II
DURATION**

The limited liability company shall exist until dissolved in a manner provided by law, or as provided in accordance with the regulations adopted by the Members.

**ARTICLE III
ADDRESS**

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

c/o Martin Katz
275 Turnpike Street
Canton, MA 02021-2309

**ARTICLE IV
INITIAL REGISTERED OFFICE AND AGENT**

The name and address of the initial registered agent of the Company is

Corporation Company of Miami
525 Okeechobee Boulevard, Suite 1100
ATTN: Timothy E. Monaghan or James A. Farrell
West Palm Beach, FL 33401

Timothy E. Monaghan, Esq. (Florida Bar #699871)
Shutts & Bowen, LLP
525 Okeechobee Boulevard, Suite 1100
West Palm Beach, FL 33401
(561) 650-8537

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA**ARTICLE V**
MANAGERS OR MANAGING MEMBERS

The following are the names and addresses of the Members and/or the Managing Members ("MGR" = Manager; "MGRM" = Managing Member):

<u>Title</u>	<u>Name and Address</u>
MGRM	Yellowpad Capital, LLC, a Florida Limited Liability Company (File Number L12000012024) c/o Martin Katz 275 Turnpike Street Canton, MA 02021-2309


ARTICLE VI**INDEMNIFICATION**

To the fullest extent permitted by law, the Company shall indemnify any person who was or is a party to any proceeding by reason of the fact that he/she is or was a manager, managing member or officer of the Company or is or was serving at the request of the Company as a manager, managing member, director or officer of another limited liability company, corporation, partnership, joint venture, trust or other enterprise against liability incurred in a manner he/she reasonably believed to be in, or not opposed to, the best interests of the Company and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The Company shall reimburse each person for all costs and expenses, including, without limitation, attorneys' fees, reasonably incurred by him/her in connection with any such liability in the manner provided for by law or in accordance with the regulations of the Company. The rights accruing to any person under the foregoing provision shall not exclude any other right to which he/she may be lawfully entitled, nor shall anything therein contain or restrict the right of the Company to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

The undersigned, in accordance with Section 608.407(3), being the authorized representative of the members of the Company, hereby certifies that the foregoing constitutes the proposed Articles of Organization of BEACH DOG CHICAGO III, LLC.

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.

Executed by the undersigned on April 25, 2012


Timothy E. Monaghan
Authorized Representative of the Member

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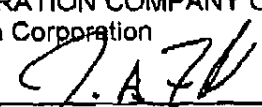
ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been designated as registered agent and to accept service of process for BEACH DOG CHICAGO III, LLC in the foregoing Articles of Organization, 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, Florida Statutes.

CORPORATION COMPANY OF MIAMI,
A Florida Corporation

By: _____


James A. Farrell, Vice President

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