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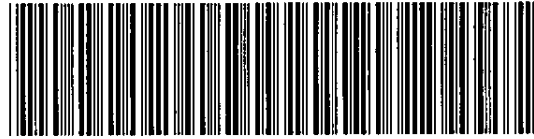
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T. HAMPTON



Pillsbury Winthrop Shaw Pittman LLP
2475 Hanover Street | Palo Alto, CA 94304-1114 | tel 650.233.4500 | fax 650.233.4545

Travis Harrison
tel 202.663.8531
travis.harrison@pillsburylaw.com

May 14, 2012

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: SHERMAN REAL ESTATE INVESTMENTS II, LLC

To Registration Section of the Division of Corporations:

Enclosed for filing are the Articles of Organization for Sherman Real Estate Investments II, LLC and a \$125 check made payable to the Florida Department of State for filing fees.

Please return all correspondence concerning this matter to the following:

David G. Marschall
Cypress Group, LLC
111 S. Calvert St.
Suite 2700
Baltimore, MD 21202
dgmarschall@cypressgroupllc.com

For further information concerning this matter, please call me at (202) 663-8531.

Sincerely,

Travis Harrison

Enclosures

cc: David G. Marschall

**ARTICLES OF ORGANIZATION
SHERMAN REAL ESTATE INVESTMENTS II, LLC**

ARTICLE I - Name:

The name of the Limited Liability Company is: SHERMAN REAL ESTATE INVESTMENTS II, LLC

ARTICLE II - Address:

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


1000 South Pointe Drive, Unit 3201
Miami, FL 33139

ARTICLE III - Registered Agent, Principal Office & Registered Agent's Signature:

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

JUGOFRESH, LLC
1000 South Pointe Drive, Unit 3201
Miami, FL 33139

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's Signature

ARTICLE IV - Management

The Limited Liability Company is to be a manager-managed company. The name and address of the manager is: Matthew James Sherman, 1000 South Pointe Drive, Unit 3201, Miami, FL 33139.



Signature of a member or an authorized representative of a member

(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.)

David G. Marschall
Typed or printed name of signee

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