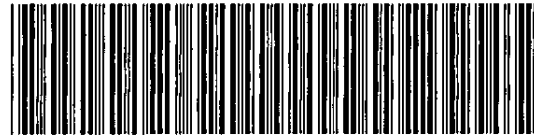


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J. SAULSBERRY
EXAMINER
AUG 10 2012

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CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 308291 7548888

AUTHORIZATION :

[Handwritten signature]

COST LIMIT : \$ 160.00

ORDER DATE : August 9, 2012

ORDER TIME : 3:39 PM

ORDER NO. : 308291-005

CUSTOMER NO: 7548888

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NAME: RSL AUCTIONS, LLC

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stephanie Milnes - EXT. 2920

EXAMINER'S INITIALS: _____

**ARTICLES OF ORGANIZATION
OF
RSL AUCTIONS, LLC**

Pursuant to the Florida Limited Liability Company Act, the undersigned authorized representative submits these Articles of Organization for the purpose of forming RSL Auctions, LLC (the "Company").

**ARTICLE I
NAME AND MANAGEMENT**

The name of the limited liability company is **RSL Auctions, LLC**. The Company is manager-managed. An initial Manager of the Company is Scott Chambers.

**ARTICLE II
MAILING ADDRESS AND STREET ADDRESS**

The mailing and street addresses of the principal office of the Company are 9225 Ulmerton Road, Suite 308, Largo, Florida 33771.

**ARTICLE III
NAME AND STREET ADDRESS OF REGISTERED AGENT**

The name of the Company's registered agent for service of process in this state is Robert Chambers. The street address of the registered agent is 9225 Ulmerton Road, Suite 308, Largo, Florida 33771.

These Articles of Organization shall be effective upon filing.



Robert Chambers, Authorized Representative

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ACCEPTANCE BY REGISTERED AGENT

I accept appointment as the registered agent of RSL Auctions, LLC. I am familiar with and accept the obligations of that position, as described in Chapter 608, Florida Statutes.

Dated August 9, 2012.



Robert Chambers, Registered Agent

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