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**FLORIDA LIMITED LIABILITY CO.**  
**Cohen Managers, LLC**

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B. BOSTICK  
AUG 13 2012  
EXAMINER

**ARTICLES OF ORGANIZATION  
FOR  
COHEN MANAGERS, LLC**

*(A Florida Limited Liability Company)*

*The undersigned, for the purpose of forming a limited liability company under the laws of the State of Florida, pursuant to the Florida Limited Liability Company Act (the "Act"), hereby adopts the following Articles of Organization:*

**ARTICLE I -**

**Name**

The name of the Limited Liability Company is COHEN MANAGERS, LLC (the "Company").

**ARTICLE II -**

**Duration**

This Company shall exist on the date of filing of these Articles with the Secretary of State of the State of Florida. The duration of the Company shall be perpetual.

**ARTICLE III -**

**Nature of Business**

This Company is organized for the purpose of transacting any or all lawful business.

**ARTICLE IV -**

**Address**

The initial principal office address of the Company is 2101 West Commercial Boulevard, Suite 3000, Fort Lauderdale, Florida 33309.

The initial mailing address of the Company is 2101 West Commercial Boulevard, Suite 3000, Fort Lauderdale, Florida 33309.

**ARTICLE V -**

**Initial Registered Agent and Registered Office**

The street address of the initial registered office of the Company is 2101 West Commercial Boulevard, Suite 3000, Fort Lauderdale, Florida 33309, and the name of the initial registered agent of this Company at that address is JAY L. COHEN.

**ARTICLE VI -  
Management**

The Company shall be member-managed in accordance with the Operating Agreement of the Company.

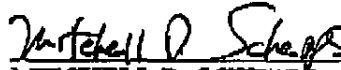
**ARTICLE VII -  
Membership Certificates**

Each Member's interest in the Company may be evidenced by a membership participation or unit certificate. No Member of the Company may transfer, sell or assign its membership interest in the Company to any other person except as provided for in the Company's Operating Agreement.

**ARTICLE VIII -  
Amendment**

The Company reserves the right to amend or repeal any provision contained in these Articles of Organization, and any right conferred upon the Members is subject to this reservation.

IN WITNESS WHEREOF the undersigned has executed these Articles as of the  
9th day of August, 2012.

  
MITCHELL D. SCHEPPS  
Authorized Representative

*(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.)*

FILED  
12 AUG 10 AM 8:24  
CLERK OF CIRCUIT COURT  
JUDICIAL CIRCUIT IN AND FOR  
DADE COUNTY, FLORIDA

**ACCEPTANCE BY REGISTERED AGENT**

Having been named as registered agent and to accept the service of process for the above-stated limited liability company at the place designated in these Articles, JAY L. COHEN hereby accepts the appointment as registered agent and agrees to act in this capacity. JAY L. COHEN further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and JAY L. COHEN is familiar with and accepts the obligations of his position as registered agent as provided for in Chapter 608, F.S.

By: 

JAY L. COHEN

Dated: August 9, 2012.

12 AUG 10 AM 8:24

MILWAUKEE &amp; PLEASANT