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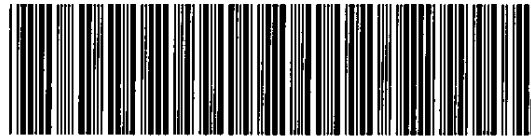
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(Business Entity Name)

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12 AUG 28 AM 10:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**C. LEWIS**  
AUG 29 2012  
EXAMINER



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 328762 81372A

AUTHORIZATION :

*[Handwritten signature]*

COST LIMIT : \$ 155.00

ORDER DATE : August 28, 2012

ORDER TIME : 12:24 PM

ORDER NO. : 328762-005

CUSTOMER NO: 81372A

DOMESTIC FILING

NAME: MAGNATRIO, LLC

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Stephanie Milnes - EXT. 2920

EXAMINER'S INITIALS: \_\_\_\_\_

ARTICLES OF ORGANIZATION  
OF  
MAGNATRIO, LLC

FILED  
12 AUG 28 AM 10: 00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be MAGNATRIO, LLC, and its principal office shall be located at Wicker, Smith, O'Hara, McCoy & Ford, P.A., 2800 Ponce de Leon Blvd., Suite 800, in the City of Coral Gables, County of Miami-Dade, State of Florida 33134, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II

PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

(1) To engage in any activity or business for profit authorized under the Florida Statutes including, but not limited to real estate.

(2) In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.

(3) To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

(4) To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

(5) To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

### **ARTICLE III**

#### **EXERCISE OF POWERS**

All limited liability company powers shall be exercised by or under the authority of the Operating Agreement. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

### **ARTICLE IV**

#### **MEMBERSHIP RESTRICTIONS**

Members shall have the right to admit new members by unanimous written consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with the unanimous written consent of the Members.

On the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

### **ARTICLE V**

#### **DURATION**

This limited liability company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

To avoid dissolution under this section, the limited liability company must have at least two (2) remaining members. If a disassociation leaves the limited liability company with only one (1) remaining member, that member may admit an additional member in order to continue the limited liability company within a reasonable time as proscribed by the laws of the state of Florida.

#### **ARTICLE VI**

##### **RELATIONSHIP OF ARTICLES OF ORGANIZATION TO OPERATING AGREEMENT**

If a provision of these Articles of Organization differs from a provision of the limited liability company's Operating Agreement then, to the extent allowed by law, the Operating Agreement will govern.

#### **ARTICLE VII**

##### **INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the limited liability company is Wicker, Smith, O'Hara, McCoy & Ford, P.A., 2800 Ponce de Leon Blvd., Suite 800, in the City of Coral Gables, County of Miami-Dade, State of Florida 33134, and the name of the company's initial registered agent at that address is Nicholas E. Christin.

The undersigned, being an authorized representative of an original member of the limited liability company, certifies that this instrument constitutes the proposed Articles of Organization of MAGNATRIO, LLC.

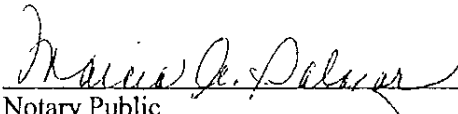
Executed by the undersigned at Miami-Dade County, Florida on Aug 28, 2012.

  
\_\_\_\_\_  
NICHOLAS E. CHRISTIN, Authorized Representative

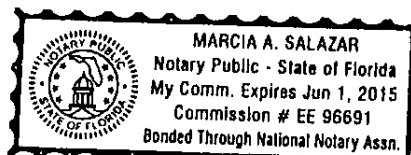
STATE OF FLORIDA                     )  
COUNTY OF MIAMI-DADE         ) SS:

BEFORE ME, the undersigned authority, personally appeared NICOLAS E. CHRISTIN, Organizer, to me well known to be the person described in and who executed and subscribed to the foregoing Articles of Organization, and he acknowledged before me that he executed and subscribed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Coral Gables, in said County and State, this 28<sup>th</sup> day of August, 2012.

  
\_\_\_\_\_  
Notary Public  
State of Florida at Large

My Commission Expires:



FILED  
12 AUG 28 AM 10:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Having been named as registered agent 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 am familiar with and accept the obligations of my position as Registered Agent.

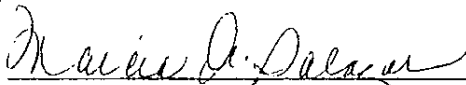
Executed by the undersigned at Miami-Dade County, Florida on Aug 18, 2012.

 (SEAL)  
NICHOLAS E. CHRISTIN

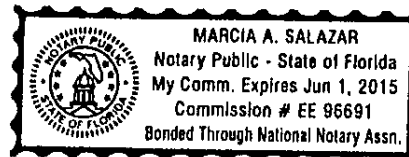
STATE OF FLORIDA                     )  
COUNTY OF MIAMI-DADE         ) SS:

BEFORE ME, the undersigned authority, personally appeared NICHOLAS E. CHRISTIN, to me well known to be the person described in and who executed and subscribed to the foregoing Articles of Organization, and he acknowledged before me that he executed and subscribed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Coral Gables, in said County and State, this 28<sup>th</sup> day of August, 2012.

  
Notary Public  
State of Florida at Large

My Commission Expires:



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