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SECRETARY OF STATE,
TALLAHASSEE, FLORIDA

J. SAULSBERRY
EXAMINER

SEP 21 2012

THE COHRS LAW GROUP, P.A.

ATTORNEYS AND COUNSELORS AT LAW

1901 ULMERTON ROAD•SUITE 425•CLEARWATER•FLORIDA•33762

VOICE (727) 540-0001•FAX (727) 540-0027

E-MAIL dcohrs@cohrlaw.com

Denis A. Cohrs, Esq.

Joanna B. Ozkaya, Esq.

Robert B. Hicks, Esq., of counsel

September 18, 2012

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
Corporate Filings
2661 Executive Center Circle
Tallahassee, Florida 32301

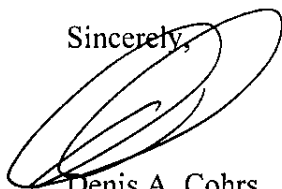
RE: Toehold on 45th Street, LLC

Dear Madam or Sir:

Enclosed herewith for filing is the original and one (1) copy of the Articles of Organization in connection with the referenced entity. Also enclosed is this firm's check in the amount of \$125.00, representing the fee for filing said Articles. A postage paid envelope is enclosed herewith for your use in returning to this office a "filed" stamped copy of the Articles.

Should you need anything further, please let me know.

Sincerely,



Denis A. Cohrs

DAC/tjr

Encls.

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2012 SEP 20 AM 8:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
TOEHOLD ON 45th STREET, LLC**

I, the undersigned, hereby make, subscribe, acknowledge, and file, with the Secretary of State of the State of Florida, these Articles of Organization for the purpose of forming a Limited Liability Company in accordance with the laws of the State of Florida.

**ARTICLE I
NAME**

The name of this Limited Liability Company is **Toehold On 45th Street, LLC**.

**ARTICLE II
COMMENCEMENT OF EXISTENCE AND DURATION**

The existence of this Limited Liability Company shall commence on the date of the filing of these Articles of Organization, and it shall thereafter have perpetual existence until dissolved in accordance with Article X of these Articles of Organization, the Operating Agreement required by Article V of these Articles of Organization or by operation of law.

**ARTICLE III
MAILING ADDRESS AND PRINCIPAL OFFICE**

The principal place of business of this Limited Liability Company shall be:

**8870 N. Himes Ave. #328
Tampa, FL 33614**

and such other place or places as the members may from time to time determine.

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TALLAHASSEE, FLORIDA

**ARTICLE IV
REGISTERED AGENT**

The initial Registered Agent and Registered Office of this Limited Liability Company shall be:

**Denis A. Cohrs, Esq.
The Cohrs Law Group, P.A.
1901 Ulmerton Rd., Suite 425
Clearwater, FL 33762**

ARTICLE V
OPERATING AGREEMENT

The Members of this Limited Liability Company shall adopt an Operating Agreement containing all provisions for the regulation and management of this company not inconsistent with laws of the State of Florida or these Articles. The power to alter, amend or repeal the Operating Agreement shall be vested in the Members of this Limited Liability Company as decided by unanimous vote.

ARTICLE VI
MANAGEMENT OF BUSINESS

The conduct and management of this Limited Liability Company, pursuant to specific rules regarding the rights and duties of the Members as enumerated in the Operating Agreement of this Limited Liability Company, shall be vested in one or more Managers appointed by the Members. The name and business address of the initial Managers of this Limited Liability Company, who shall hold office until replaced in accordance with the Operating Agreement of this Limited Liability Company, are:

Robb A. Bauman
8870 N. Himes Ave. #328
Tampa, FL 33614

Ronald T. Bauman
8870 N. Himes Ave. #328
Tampa, FL 33614

John Cannon
8870 N. Himes Ave. #328
Tampa, FL 33614

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TALLAHASSEE, FLORIDA

ARTICLE VII
OWNERSHIP OF PROPERTY

Real or personal property originally brought into or transferred to this Limited Liability Company, or acquired by this Limited Liability Company by purchase or otherwise shall be held and owned, and conveyance shall be made, in the name of this Limited Liability Company.

ARTICLE VIII
TRANSFERABILITY OF MEMBERS' INTEREST

A Member's interest in this Limited Liability Company may be transferred, whether voluntarily or involuntarily, only with the unanimous written consent of all the remaining Members

of the Limited Liability Company if the transferee intends to become a Member. Without this consent, the transferee shall not be entitled to become a Member or to participate in the management of this Limited Liability Company.

ARTICLE IX
ADMISSION OF NEW MEMBERS

Additional members may be admitted from time to time on such terms and conditions as are set forth by a unanimous vote of all Members.

ARTICLE X
WITHDRAWAL, RETIREMENT, DEATH, BANKRUPTCY OR EXPULSION

In the event of withdrawal, retirement, death, bankruptcy or expulsion of a Member, this Limited Liability Company shall not terminate and shall continue in business pursuant to the applicable provisions of the Operating Agreement or Florida law.

ARTICLE XI
AMENDMENTS

These Articles may be amended from time to time by the unanimous agreement of the Members, and the amendments shall be filed, duly signed by all Members of the Limited Liability Company, with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned, as an authorized agent and representative for all Members, has executed these Articles of Organization on this 8th day of September, 2012.



Denis A. Cohrs, as authorized agent

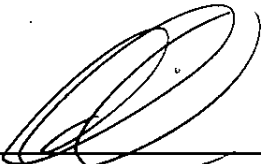
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TALLAHASSEE, FLORIDA

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**CERTIFICATE OF ACCEPTANCE OF
REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

Having been named as Registered Agent to accept service of process for the above named Limited Liability Company, at the place designated in these Articles, I hereby acknowledge that I am familiar with my obligations as Registered Agent and agree to act in this capacity, and I further agree to comply with the provisions of all laws and regulations relative to the proper and complete performance of my duties.



Denis A. Cohrs
Date: September 18th, 2012

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Denis A. Cohrs

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**