

**L12000125066**

Florida Department of State  
Division of Corporations  
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FLORIDA LIMITED LIABILITY CO.  
GABRI PROPERTIES II, LLC

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EXAMINER

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12 OCT - 1 AM 10:30

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2012 OCT - 1 AM 8:05

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

GABRI PROPERTIES, L.L.C.  
2295 S. Hiawassee Road, Suite 306  
Orlando, Florida 32835

Florida Dept. of State Electronic Filing  
Facsimile Audit No. H12000238733

September 1, 2012

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: Gabri Properties, L.L.C.  
Gabri Properties II, LLC  
Our File No. 40105-0001

FILED  
2012 OCT -1 AM 8:05  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

Dear Sir or Madam:

Please allow this letter to serve as consent by Gabri Properties, LLC for Gabri Properties II, LLC to be formed as a Florida limited liability company with the name "Gabri Properties II, LLC". Any potential name conflicts are hereby waived.

If you have any questions, please let me know. Thank you for your assistance.

Very truly yours,

GABRI PROPERTIES, L.L.C.

  
David Gabri, Manager

Florida Dept. of State Electronic Filing

Facsimile Audit No. #120002387333**ARTICLES OF ORGANIZATION****OF****GABRI PROPERTIES II, LLC**

The undersigned, acting as the organizer of Gabri Properties II, LLC, under the Florida Limited Liability Company Act, Chapter 608, Fla. Stat., adopt, the following Articles of Organization:

**ARTICLE I - Name:**

The name of the limited liability company is Gabri Properties II, LLC (the "Company").

**ARTICLE II - Address:**

The mailing address and street address of the principal office of the limited liability company is 2295 S. Hiawassee Road, Suite 306, Orlando, Florida 32835.

**ARTICLE III - Duration:**

The period of duration for the Company shall be perpetual, unless dissolved in accordance with the terms of the Operating Agreement of the Company.

**ARTICLE IV - Management:**

The Company is to be managed by a Manager. The Manager shall be elected as described in the Operating Agreement. The name and address of the manager to serve as the initial manager until the first annual meeting of members or until their successors are elected and qualified are:

NameAddress

David Gabri

2295 S. Hiawassee Road  
Suite 306  
Orlando, Florida 32835**ARTICLE V - Admission of Additional Members:**

The Company shall admit new Members only upon the unanimous written consent of all then existing Members of the Company.

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Facsimile Audit No. H120002387333**ARTICLE VI - Adoption of Operating Agreement:**

The Company shall adopt an Operating Agreement for the Company, which Operating Agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with these Articles of Organization, or Chapter 608, Fla. Stat.

**ARTICLE VII - Initial Registered Agent and Office:**

The initial registered agent for the Company shall be B&C Corporate Services of Central Florida, Inc., and the street address of the Company's initial registered office is 390 North Orange Avenue, Suite 1400, Orlando, Florida 32801.

**ARTICLE VIII - Amendments:**

The Company reserves the right to amend any provision of these Articles of Organization, which amendment shall only be effectuated in accordance with the terms of the Operating Agreement of the Company.

**ARTICLE IX - Indemnification:**

Each individual or entity who is or was a member or manager of the Company (and the heirs, executor, personal representatives, administrators, successors or assigns of such individual or entity) who was or is made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a member or manager of the Company ("Indemnitee"), shall be indemnified and held harmless by the Company to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. In addition to the indemnification conferred in this Article, the Indemnitee shall also be entitled to have paid directly by the Company the expenses reasonably incurred in defending any such proceeding against such Indemnitee in advance of its final disposition, to the fullest extent authorized by applicable law, as the same exists or may hereafter be amended. The rights and authority conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Organization or the Operating Agreement of the Company, agreement, vote of Members or otherwise. Any repeal or amendment of this Article by the Members of the Company shall not adversely affect any right or protection of a member, manager or officer existing at the time of such repeal or amendment.

**ARTICLE X - Continuation of Business:**

Unless dissolved in accordance with the Company's Operating Agreement, the remaining members shall continue the business of the Company, which shall not be dissolved, upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member.

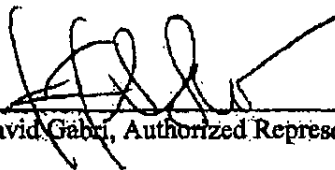
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IN WITNESS WHEREOF, the undersigned Authorized Representative has executed these  
Articles of Organization as of this 29<sup>th</sup> day of September, 2012.

  
\_\_\_\_\_  
David Gabri, Authorized Representative

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TALLAHASSEE, FLORIDA

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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is Gabri Properties II, LLC.
2. The name and address of the registered agent and office is:

B&C Corporate Services of Central Florida, Inc.  
390 North Orange Avenue, Suite 1400  
Orlando, Florida 32801

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.

B&C CORPORATE SERVICES OF CENTRAL  
FLORIDA, INC.

By:

Title: Vice President

Dated this 1<sup>st</sup> day of October, 2012.