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**FLORIDA LIMITED LIABILITY CO.
CARMEL TECHNOLOGIES, LLC**

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**ARTICLES OF ORGANIZATION
FOR
CARMEL TECHNOLOGIES, LLC**

The undersigned, for the purpose of forming a limited liability company under the laws of Florida, hereby adopts the following Articles of Organization:

ARTICLE I - NAME

The name of the Limited Liability Company ("Company") shall be:

CARMEL TECHNOLOGIES, LLC

ARTICLE II - NATURE OF BUSINESS AND MAILING ADDRESS

The Company is organized for the purpose of transacting any or all lawful business. The mailing address and street address of the principal office of the Company is:

Principal Office Address:

415 S.W. 17th Street
Boca Raton, Florida 33432

Mailing Address:


415 S.W. 17th Street
Boca Raton, Florida 33432

ARTICLE III - REGISTERED AGENT

The name and the Florida street address of the registered agent is:

**Jonathan D. Louis, P.A.
7777 Glades Road
Suite 315-B
Boca Raton, Florida 33434**

Having been named as registered agent and to accept service of process for the above stated Limited Liability Company at the place designated in these Articles, I hereby accept the appointment of 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 as provided in Chapter 608, Florida Statutes.


Jonathan D. Louis, Esq.,
as President of Jonathan D. Louis, P.A.

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ARTICLE IV - MANAGING MEMBERS

The Company shall be member managed. The number of managers may be increased or diminished from time to time by the Members. The managers shall be appointed by the Members and shall serve until the first annual meeting of the Members or until their successors are elected and qualified.

The names and addresses of the initial Managing Members are as follows:

| <u>Title:</u> | <u>Name and Address:</u> |
|----------------------|---|
| MGRM | Spencer Advisers, LLC 415 S.W. 17th Street Boca Raton, Florida 33432 |
| MGRM | Carmel Marketing, LLC 2027 North Ocean Boulevard A-305 Boca Raton, Florida 33431 |

IN WITNESS WHEREOF, the undersigned, as authorized representative of the Members, has executed these Articles of Organization effective as of the 4th day of October, 2012.



Jonathan D. Louis, Authorized Representative

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