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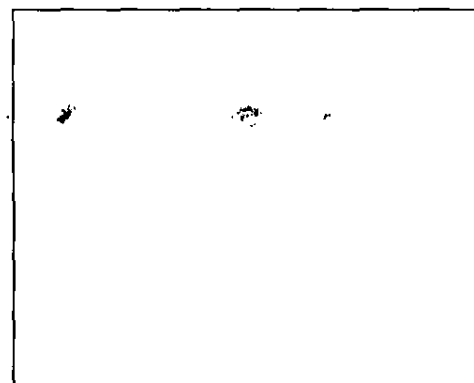
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ENTITY NAME:

CMS MANAGEMENT, LLC

CK# 5851 FOR \$ 465.00 (\$155.00 for this filing)

PLEASE FILE THE ATTACHED ARTICLES & RETURN THE FOLLOWING:

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XXX CERTIFICATE OF STATUS

Examiner's Initials

**ARTICLES OF ORGANIZATION**

**OF**

**CMS MANAGEMENT, LLC**

FILED  
12 OCT 26 AM 10:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**  
**NAME**

The name of this Limited Liability Company shall be CMS MANAGEMENT, LLC (the "Company").

**ARTICLE II**  
**PRINCIPAL PLACE OF BUSINESS**

The principal place of business of the Company shall be 13611 Deering Bay Drive, #1402, Coral Gables, FL 33158, and such other place or places as the member from time to time may determine. The mailing address of the Company is 13611 Deering Bay Drive, #1402, Coral Gables, FL 33158.

**ARTICLE III**  
**INITIAL REGISTERED OFFICE AND**  
**REGISTERED AGENT**

The initial registered agent of the Company shall be Atrium Registered Agents, Inc. The address of the initial registered agent is 1500 San Remo Avenue, Suite 125, Coral Gables, Florida 33146.

**ARTICLE IV**  
**MANAGEMENT**

The Limited Liability Company is to be managed by one or more managers and is, therefore, a manager – managed company. The names and addresses of the managers who will serve as managers in accordance with and limited by the Operating Agreement until the first annual meeting of members or until their successors are elected and qualified in accordance with the Operating Agreement or applicable law are:

Robert E. Schur  
13611 Deering Bay Drive, #1402  
Coral Gables, FL 33158

Mark Altschul  
18 East 12<sup>th</sup> Street  
New York, NY 10003

ARTICLE V  
DURATION

The period of duration of the Company shall be perpetual, and the Company shall be in existence until dissolved in a manner provided by law, or as provided in the Operating Agreement.

IN WITNESS WHEREOF, the undersigned has caused these Articles of Organization to be executed on the 26<sup>th</sup> day of October, 2012, effective upon filing same with the Florida Department of State.

BY:

  
\_\_\_\_\_  
Malcolm H. Netwahl, Authorized Representative

**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 DESIGNATING ITS REGISTERED OFFICE AND REGISTERED AGENT IN FLORIDA.

1. The name of the limited liability company is:  
  
CMS MANAGEMENT, LLC
2. The name and address of the registered agent and office is:  
  
Atrium Registered Agents, Inc.  
1500 San Remo Avenue, Suite 125  
Coral Gables, Florida 33146

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CLERK OF STATE  
TALLAHASSEE, FLORIDA

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, REGISTERED AGENT HEREBY ACCEPTS THE APPOINTMENT AS REGISTERED AGENT AND AGREES TO ACT IN THIS CAPACITY. REGISTERED AGENT FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND IS FAMILIAR WITH AND ACCEPTS THE DUTIES AND OBLIGATIONS OF ITS POSITION AS REGISTERED AGENT.

ATRIUM REGISTERED AGENTS, INC.

By: \_\_\_\_\_

Malcolm H. Neuwahl, President

Date: \_\_\_\_\_

October 26, 2012