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FLORIDA LIMITED LIABILITY CO.
FS Opportunity Fund, LLC

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EXAMINER

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**ARTICLES OF ORGANIZATION
OF
FS OPPORTUNITY FUND, LLC**

Pursuant to section 608.407 of the Florida Limited Liability Company Act, Florida Statutes, as amended from time to time (the "Act"), the following are adopted as the Articles of Organization of the limited liability company organized hereby:

**ARTICLE I
NAME**

The name of the limited liability company is FS Opportunity Fund, LLC (the "Company").

**ARTICLE II
DURATION**

Unless earlier terminated pursuant to the Act or the Operating Agreement (as defined in § 608.402 (24) of the Act) of the Company, the period of its duration shall be perpetual.

**ARTICLE III
ADDRESS**

The mailing and street address of the principal office of the Company shall be 4230 Pablo Professional Court, Suite 200, Jacksonville, Florida 32224.

**ARTICLE IV
REGISTERED AGENT AND OFFICE**

The initial registered office of the Company shall be 4230 Pablo Professional Court, Suite 200, Jacksonville, Florida 32224, and its initial registered agent at such office shall be Thomas J. Fraser, Jr.

**ARTICLE V
MANAGEMENT OF THE COMPANY**

The Company will be managed one or more managers in accordance with and subject to the requirements of the Act and Operating Agreement of the Company. The names and street addresses of the initial Managers of this Company are:

Name
Thomas J. Fraser, Sr.

Address
51 Fisherman's Cove
Ponte Vedra Beach, Florida 32082

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Thomas J. Fraser, Jr.

4230 Pablo Professional Court, Suite 200
Jacksonville, Florida 32224

IN WITNESS WHEREOF, the undersigned members of the Company have executed these Articles of Organization on behalf of the Company in accordance with § 608.407 of the Act.

Dated this ^{14th} day of November, 2012.



Thomas J. Fraser, Jr., Manager

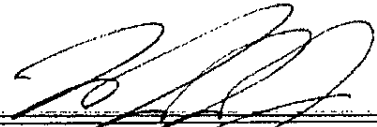
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**CERTIFICATE DESIGNATING REGISTERED OFFICE
AND
REGISTERED AGENT FOR THE SERVICE OF PROCESS
WITHIN FLORIDA**

In compliance with Chapter 608, Florida Statutes, as amended from time to time (the "Act"), the following is submitted:


FS Opportunity Fund, LLC, desiring to organize or qualify under the laws of the State of Florida as a limited liability company pursuant to the Act, hereby designates Thomas J. Fraser, Jr. as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 4230 Pablo Professional Court, Suite 200, Jacksonville, Florida 32224.

Dated this 14th day of November, 2012.


Thomas J. Fraser, Jr., Manager

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 agree to 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.

Dated this 14th day of November, 2012.


Thomas J. Fraser, Jr., Registered Agent