

Division of Corporations

Page 1 of 2

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Florida Department of StateDivision of Corporations
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Account Name : HOLLAND & KNIGHT
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TALLAHASSEE, FLORIDA

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Email Address: gina.mascio@lexjet.com

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SECRETARY OF STATE
TALLAHASSEE, FLORIDAFLORIDA LIMITED LIABILITY CO.
Brand Management Group Holding, LLC

Certificate of Status	0
Certified Copy	1
Page Count	03
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B. KOHR

DEC 31 2012

EXAMINER

**ARTICLES OF ORGANIZATION FOR
BRAND MANAGEMENT GROUP HOLDING, LLC
(a Florida limited liability company)**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned representative of a Member, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

ARTICLE I. NAME

The name of the limited liability company is: BRAND MANAGEMENT GROUP HOLDING, LLC.

ARTICLE II. ADDRESS

The mailing address and street address of the principal office of the Company is:

1605 Main Street, Suite 400
Sarasota, Florida 34236

ARTICLE III. DURATION

The period of duration for the Company shall be perpetual, unless terminated in accordance with the Company's Operating Agreement or by the unanimous written agreement of all Members.

ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE

The name and street address of the initial registered agent of the Company are:

Gina L. Mascio
1605 Main Street, Suite 400
Sarasota, Florida 34236

ARTICLE V. MANAGEMENT

The business of the Company shall be conducted, carried on, and managed by no fewer than one (1) Manager, who shall be elected by the Members of the Company in the manner prescribed by and provided in the Operating Agreement of the Company. Therefore, the Company is a manager-managed company. Such Manager(s) shall also have the rights and responsibilities described in the Operating Agreement of the Company. The names and business addresses of the six initial Managers of the Company are as follows:

Ronald T. Simkins
1605 Main Street, Suite 400
Sarasota, Florida 34236

Arthur D. Lambert
1605 Main Street, Suite 400
Sarasota, Florida 34236

Jeffrey A. Herrmann
12713 Fontana Street
Leewood, KS 66209

Bruce E. Campbell
5560 Pine Brooke Court
Bloomfield Hills, MI 48304


Mark A. Buchman
5466 S Westridge Dr.
New Berlin, WI 53151

Ralph D. Giammarco
5466 S Westridge Dr.
New Berlin, WI 53151

Such Manager shall serve in such capacity until the first meeting of the Members or until his successor shall be duly elected and qualified.

ARTICLE VI. OPERATING AGREEMENT

The power to adopt, alter, amend, or repeal the Operating Agreement of the Company shall be vested in the Members of the Company.



Ronald J. Simkins
Authorized Representative of the Sole Member

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE
OF
BRAND MANAGEMENT GROUP HOLDING, LLC


Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, Brand Management Group Holding, LLC, a Florida limited liability company (the "Company"), hereby submits the following statement designating the registered office and registered agent in the state of Florida.

1. The name of the Company is: BRAND MANAGEMENT GROUP HOLDING, LLC.
2. The name of the registered agent and the address of the registered office are:

NAME: Gina L. Mascio

ADDRESS: 1605 Main Street, Suite 400
Sarasota, FL 34236

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 as provided for in Chapter 608., F.S.

By: 
Gina L. Mascio
Registered Agent

Date: 12/27/2012