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# FLORIDA LIMITED LIABILITY CO. GROUP NV, LLC

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# ARTICLES OF ORGANIZATION

OF

# GROUP NV, LLC, A LIMITED LIABILITY COMPANY

I, the undersigned, as the organizer of a limited liability company, under the Florida Limited Liability Company Act, adopt the following Articles of Organization for such limited liability company:

# ARTICLE I

#### NAME

The name of this limited liability company is GROUP NV, LEE, referred to in these Articles of Organization as the "Company.

# ARTICLE II

# REGISTERED OFFICE AND AGENT

The registered office of the Company is 5088 Lakewood Trive; Cooper City, Florida 33330. The Company's registered agent is Gregory J. Ritter, Esq., whose office is located at 5850 Coral Ridge Drive, Suite 201, Coral Springs, FL 33076.

### ARTICLE III

# PRINCIPAL OFFICE

The address of the principal office of the Company is 5088 Lakewood Drive, Cooper City, FL 33330, and the mailing address shall be the same.

#### ARTICLE IV

# PURPOSE AND POWERS

This Company is organized with a general business purpose, has all powers provided by law and may use those powers to any lawful

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purpose.

#### ARTICLE V

#### MANAGEMENT

The management of the Company is reserved to the members of the Company. The Company is to be managed by one or more managers, to be appointed by the members of the Company, in the manner to be agreed upon by the members. The initial sole manager of the Company and his address are listed below:

Michael J. Saks 5088 Lakewood Drive Cooper City, FL 33330

# ARTICLE VI

#### MEMBERSHIP CERTIFICATES

- (A) Each Member's interest in the Company may be evidenced by a membership participation or unit certificate.
- (R) No Member of this Company may transfer, sell or assign his, her or its Membership Interest in the Company to any other person except as provided in the Company's Operating Agreement.

#### ARTICLE VII

# INDEMNIFICATION

This Company shall indemnify to the fullest extent permitted under and in accordance with the laws of the State of Florida any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was a manager, member, director or officer of this Company, or is or was serving at the request of this Company as a manager, member, director, officer, trustee,

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employee or agent of or in any other capacity with another company, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, unless such person breached or failed to perform his duties as a manager, member, officer, director, employee or agent of this Company and such breach constitutes:

- a violation of criminal law, unless the manager, member, director, officer, employee or agent had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful;
- a transaction from which the manager, member, director, officer, employee or agent derived an improper personal bonefit, either directly or indirectly; or
- (3) recklessness or an act or omission which was committed Th bad faith, or with malicious purpose in a manner exhabiting wanton and willful disregard for human rights, saffety or property.

A judgment or other final adjudication against a manager, member, director, officer, employee or agent of this Company in any criminal proceeding for violation of criminal law shall estop such person from contesting the fact that his breach or failure to perform constitutes a violation of the criminal law, but such judgment or other final adjudication shall not estop such person from establishing that he had reasonable cause to believe that his conduct was lawful or had no reasonable cause to believe that his conduct was unlawful.

The indemnification provided by this Article shall continue as to an Indemnified Person who has ceased to be a manager, member,

director or officer or employee and shall inure to the benefit of

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the estate, heirs, personal representatives, beneficiaries, executors and administrators of such a person. All rights to indemnification and advances under this Article shall be deemed to be a contract between the Company and each indemnified person at any time while this Article is in effect. Any repeal or modification of this Article or any repeal or modification of relevant provisions of the Florida Limited Liability Company Act or any other applicable laws shall not in any way diminish the rights to indemnification of such indemnified person or the obligations of the Company arising hereunder for Claims relating to matters occurring prior to the repeal or modification.

#### ARTICLE VIII

### AMENDMENT

This Company reserves the right to amend or repeal any provision contained in these Articles of Organization, and any right conferred upon the Members is subject to this reservation.

# ARTICLE IX

RELATIONSHIP OF ARTICLES OF ORGANIZATION TO OPERATING AGREEMENT

If a provision of these Articles of Organization differs from a provision of the Company's operating agreement, if any, then, the extent allowed by law, the operating agreement will govern.

The undersigned Incorporator has executed these Articles of Organization on this 144 day of Monch, 2013.

GRESORY J. RITTER, ESQ.
Authorized Representative of a Member

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STATE OF FLORIDA COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this HY day of March, 2013 by GREGORY J. RITTER, ESQ. He is personally known to me or has produced identification and did (did not), take an oath.

Notary Public Print Name: Cynthia C. Mendoza

My Commission Esp

CERTIFICATE DESIGNATING REGISTERED OFFICE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 608.415, Florida Statutes, the following is submitted:

GROUP NV, LLC, a limited liability company being organized under the laws of the State of Florida, designates 5088 Lakewood Drive, Cooper Cily, Florida 33330, as its registered office and has named GREGORY J. RITTER, ESQ., whose address is 5850 Coral Ridge Drive, Suite 201, Coral Springs, Florida 33067, as agent to accept service of process within the State of Florida

# ACKNOWLEDGMENT:

Having been named to accept service of process for ERSUP NV.

LLC at the place designated in this Certificate, I hereby agree to act in such capacity and acknowledge that I am familiar with and agree to comply with the provisions of said Act with respect to keeping such office open.

REGISTERED AGENT