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Barnett, Bolt, Kirkwood, Long & McBride

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FLORIDA LIMITED LIABILITY CO.
Sutton Asset Management #3 of Georgia, LLC

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**ARTICLES OF ORGANIZATION
OF
SUTTON ASSET MANAGEMENT #3 OF GEORGIA, LLC**

The undersigned hereby organizes a limited liability company under the provisions of the Florida Limited Liability Company Act (the "Act"), and pursuant to the following Articles of Organization:

ARTICLE 1
Name

The name of this limited liability company is:

Sutton Asset Management #3 of Georgia, LLC

(hereafter, the "Company").

ARTICLE 2
Effective Date

The Company shall have perpetual existence, commencing on the date that these Articles of Organization are filed with the Florida Department of State.

ARTICLE 3
Mailing Address and Principal Office

The mailing address and the address of the principal office is 7853 Gunn Highway, #392, Tampa, Florida 33636.

ARTICLE 4
Initial Registered Office and Agent

The street address of the initial registered office of the Company is 7853 Gunn Highway, #392, Tampa, Florida 33636, and the name of the initial registered agent of the Company at that address is William F. Sutton, Jr.

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ARTICLE 5

Management of the Company

The Company is to be managed by one or more managers and is, therefore, a manager-managed company. The name and address of the initial manager of the Company are:

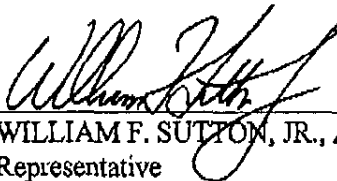
William F. Sutton, Jr.
7853 Gunn Highway, #392
Tampa, Florida 33626

ARTICLE 6

Indemnification


The Company shall indemnify its managers and members to the fullest extent authorized by law.

IN WITNESS WHEREOF, the undersigned member has executed these Articles of Organization this 15 day of March, 2013.


WILLIAM F. SUTTON, JR., Authorized
Representative

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 of Organization, 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, Florida Statutes.

Dated: March 15, 2013


WILLIAM F. SUTTON, JR., Registered Agent

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