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FLORIDA LIMITED LIABILITY CO.
MEM PROPERTIES, LLC

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**ARTICLES OF ORGANIZATION
OF
MEM PROPERTIES, LLC**

ARTICLE I

NAME

The name of the limited liability company (the "Company") is:

MEM PROPERTIES, LLC

ARTICLE II

ADDRESS

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

MEM Properties, LLC
c/o Cold Air Distributors Warehouse of Florida, Inc.
3053 Industrial 31st Street
Ft. Pierce, Florida 34946

ARTICLE III

INITIAL REGISTERED OFFICE AND AGENT

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

Russell Mastroff
MEM Properties, LLC
c/o Cold Air Distributors Warehouse of Florida, Inc.
3053 Industrial 31st Street
Ft. Pierce, Florida 34946

[Signature(s) on following page(s).]

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IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization as of
April 19, 2013.

By: 

Name: Russell Mastroff

Title: Authorized Representative

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**CERTIFICATE OF ACCEPTANCE BY
REGISTERED AGENT**

Pursuant to the provisions of the Florida Limited Liability Company Act, the undersigned submits the following statement in accepting the designation as registered agent of MEM PROPERTIES, LLC, a Florida limited liability company (the "Company"), in the Company's Articles of Organization:

Having been named as registered agent and to accept service of process for the Company at the registered office designated in the Company's Articles of Organization, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of April 19, 2013.



Russell Mastroff