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FLORIDA LIMITED LIABILITY CO.  
MERITUS CAPITAL LLC

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| Certificate of Status | 1        |
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**ARTICLES OF ORGANIZATION  
OF  
MERITUS CAPITAL LLC**

**ARTICLE I  
Name**

The name of this limited liability company is MERITUS CAPITAL LLC (the "Company").

**ARTICLE II  
Existence**

The Company shall have perpetual existence.

**ARTICLE III  
Purpose**

The Company is created for any lawful purpose (except that special statutes for the regulation and control of specific types of businesses shall control when in conflict herewith) and for the benefit of its members and such business as may be agreed on by its members.

**ARTICLE IV  
Registered Agent and Address**

The principal office and mailing address of the Company is 5680 West Cypress Street, Suite 5680A, Tampa, Florida 33607-2393, and/or such other place or places as may be designated by the Managing Member from time to time. The name and address of the initial registered agent of the Company is Pennington, P.A., c/o Christian F. O'Ryan, 2701 N. Rocky Point Drive, Suite 900, Tampa, Florida 33607.

**ARTICLE V  
Initial Members**

The initial members of the Company shall have the right to admit additional members upon the following terms and conditions.

1. Said members must wish to associate themselves with the Company;
2. Said members must pay an initial capital contribution in an amount to be established by the existing members; and
3. The death, retirement, resignation, expulsion, bankruptcy or dissolution of a member of the Company, or the occurrence of any other event that terminates the continued membership of a member in the Company shall not result in the dissolution of the Company. Rather, the remaining members of the Company shall have the right to continue the business of

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the Company notwithstanding the foregoing events.

**ARTICLE VI**  
**Management of Company**

The Company shall be member-managed by a member (the "Managing Member") who shall be elected annually by the members in the manner prescribed by and provided for in the regulations of the Company. The Managing Member also shall hold the offices and shall have the responsibilities accorded to it by the members and as set out in the regulations of the Company. The name of the initial Managing Member who shall serve as Managing Member until the first annual meeting of the members or until its successor is elected and qualified is Brian Lamb.

**ARTICLE VII**  
**Effective Date of Company**

The Effective Date of the existence of the Company shall commence on the date of execution and acknowledgment of these Articles of Organization, provided that these Articles of Organization are filed with the State of Florida Department of State within five (5) business days of such date. Otherwise, corporate existence shall commence on the date of filing of these Articles of Organization.

IN WITNESS WHEREOF, for the purpose of forming a limited liability company under the laws of the State of Florida, the undersigned executed these Articles of Organization on this 24<sup>th</sup> day of May, 2013.



Christian F. O'Ryan, Esq.  
Incorporator  
2701 N. Rocky Point Drive, Ste. 900  
Tampa, Florida 33607

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**ACCEPTANCE BY REGISTERED AGENT**

The undersigned, having been named to accept service of process for the above-stated limited liability company at the place designated in this certificate, hereby agrees to act in this capacity. The undersigned is familiar with and accepts the obligations of this position and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties.

Dated this 24<sup>th</sup> day of May, 2013.

PENNINGTON, P.A.

By: 

Christian F. O'Ryan, Esq.  
Authorized Representative

**Registered Office:**

2701 North Rocky Point Drive, Suite 900  
Tampa, Florida 33607

**Principal Office**

5680 West Cypress Street, Suite 5680A  
Tampa, Florida 33607-2393

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