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Aug. 30. 2013 10:26AM
Division of Corporations

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Florida Department of State
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FLORIDA LIMITED LIABILITY CO.
LP9 XFACTOR, LLC

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Aug. 30. 2013 10:27AM

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
**ARTICLES OF ORGANIZATION
OF
LP9 XFACTOR, LLC**

1. Name. The name of this limited liability company is **LP9 XFACTOR, LLC** (the "Company"), and it shall be formed as a limited liability company under Chapter 608 of the laws of the State of Florida.

2. Place of Principal Office. The mailing and street address of the Company's principal office is **242 S. Washington Boulevard, Sarasota, Florida 34236.**

3. Registered Agent and Office. The name of the initial registered agent of the Company is **Spoor Law, P.A.** The street address of the initial registered agent of the Company is **111 2nd Avenue NE, Suite 1600, St. Petersburg, Florida 33701.**

4. Management of the Company. The management of the Company shall be vested in the managers of the Company. The name and address of each initial manager of the Company is as follows:

Name

Dana Wetzel

Address

242 S. Washington Boulevard
Sarasota, Florida 34236

John Reynolds

242 S. Washington Boulevard
Sarasota, Florida 34236

5. Duration. The Company shall exist from the date of filing of these Articles of Organization with the Florida Secretary of State, and the Company's existence shall be perpetual.

6. Purpose: Operating Agreement. The Company is organized for the purpose of transacting all lawful activities and businesses that may be conducted by a limited liability company under the laws of Florida. The members shall have the power to adopt, alter, amend, or repeal the Operating Agreement of the Company containing provisions for the regulation and management of the affairs of the Company.

The undersigned executed these Articles of Organization this 30th day of August, 2013.

In accordance with Section 608.408(3), Florida Statutes, the execution of these Articles constitutes an affirmation under the penalties of perjury that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.



James R. Spoor,
Authorized Representative of Member

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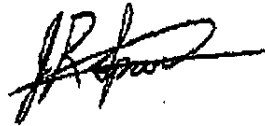
No. 1054 P. 3

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ACCEPTANCE BY REGISTERED AGENT

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.

Spoor Law, P.A.



By: _____
James R. Spoor, President

Dated: AUGUST 30, 2013