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FLORIDA LIMITED LIABILITY CO.
Medley Real Estate, LLC

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ARTICLES OF ORGANIZATION

OF

MEDLEY REAL ESTATE, LLC

The undersigned, acting as the organizer of Medley Real Estate, LLC, under the Florida Limited Liability Company Act, Chapter 608, Fla. Stat., adopts, the following Articles of Organization:

ARTICLE I - Name:

The name of the limited liability company is Medley Real Estate, LLC (the "Company").

ARTICLE II - Address:

The mailing address and the street address of the Company is 111 North Magnolia Ave., Suite 1400, Orlando, Florida 32801.

ARTICLE III - Duration:

The period of duration for the Company shall be perpetual, unless dissolved in accordance with the terms of the Operating Agreement of the Company.

ARTICLE IV - Management:

The Company is to be managed by a Manager appointed in accordance with the terms of the Operating Agreement of the Company.

ARTICLE V - Admission of Additional Members:

The Company shall admit new Members only upon the unanimous written consent of all then existing Members of the Company.

ARTICLE VI - Adoption of Operating Agreement:

The Company shall adopt an Operating Agreement for the Company, which Operating Agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with these Articles of Organization, or Chapter 608, Fla. Stat.

ARTICLE VII - Initial Registered Agent and Office:

The initial registered agent for the Company shall be LSEB Agent Services, Inc. and the street address of the Company's initial registered office is 111 North Magnolia Avenue, Suite 1400, Orlando, Florida 32801.

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ARTICLE VIII Amendments:

The Company reserves the right to amend any provision of these Articles of Organization, which amendment shall only be effectuated in accordance with the terms of the Operating Agreement of the Company.

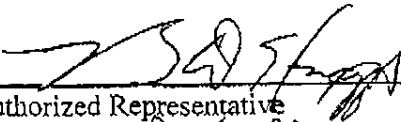
ARTICLE IX - Indemnification:

Each individual or entity who is or was a member or manager of the Company (and the heirs, executor, personal representatives, administrators, successors or assigns of such individual or entity) who was or is made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a member or manager of the Company ("Indemnitee"), shall be indemnified and held harmless by the Company to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. In addition to the indemnification conferred in this Article, the Indemnitee shall also be entitled to have paid directly by the Company the expenses reasonably incurred in defending any such proceeding against such Indemnitee in advance of its final disposition, to the fullest extent authorized by applicable law, as the same exists or may hereafter be amended. The rights and authority conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Organization or the Operating Agreement of the Company, agreement, vote of Members or otherwise. Any repeal or amendment of this Article by the Members of the Company shall not adversely affect any right or protection of a member, manager or officer existing at the time of such repeal or amendment.

ARTICLE X - Continuation of Business:

Unless dissolved in accordance with the Company's Operating Agreement, the remaining members shall continue the business of the Company, which shall not be dissolved, upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member.

IN WITNESS WHEREOF, the undersigned Authorized Representative has executed these Articles of Organization as of this 17 day of December, 2013.



Authorized Representative
BRUCE D. KNAPP

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE BELOW STATED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is Modley Real Estate, LLC.
2. The name and address of the registered agent and office is:

LSEB Agent Services, Inc.
111 North Magnolia Avenue, Suite 1400
Orlando, Florida 32801

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, the undersigned hereby 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.

LSEB AGENT SERVICES, INC.

By: 
Title: Vice President

Dated this 17th day of December, 2013.