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**FLORIDA LIMITED LIABILITY CO.  
SMOKE IP, LLC**

Certificate of Status	0
Certified Copy	1
Page Count	01
Estimated Charge	\$155.00

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TALLAHASSEE, FLORIDA

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**Articles of Organization  
of  
Smoke IP, LLC**

The undersigned, being authorized to execute and file these Articles of Organization, hereby certifies that:

**ARTICLE I — Name:**

The name of the limited liability company is: Smoke IP, LLC.

**ARTICLE II — Address:**

The initial mailing address and street address of the principal office of the limited liability company is: 390 North Orange Avenue, Suite 1500, Orlando, Florida 32801.

**Article III — Registered Agent and Registered Office:**

The name and the Florida street address of the initial registered agent of the limited liability company are: Gary D. Lipson, Esq., 390 North Orange Avenue, Suite 1500, Orlando, Florida 32801.

**Article IV — Management:**

The limited liability company is to be managed by a manager or managers; and is, therefore, a manager-managed company.

**Article V — Indemnification and Advancement of Expenses:**

This limited liability company shall indemnify and hold harmless its managers, members, officers, employees, attorneys and agents to the fullest extent permitted by laws of the State of Florida, as now or hereafter in effect, and such right to indemnification shall continue as to a person who has ceased to be a manager, member, officer, employee, attorney or agent and shall inure to the benefit of his or her heirs, executors and personal and legal representatives; *provided, however, that*, except for proceedings to enforce rights to indemnification, this limited liability company shall not be obligated to indemnify any manager, member, officer, employee, attorney or agent (or his or her heirs, executors or personal or legal representatives) in connection with any suit, action or proceeding (or part thereof) initiated by such person unless such suit, action or proceeding (or part thereof) was authorized or consented to by the managers. The right to indemnification conferred by this Article V shall include the right to be paid by this limited

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FLORIDA

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liability the expenses incurred in defending or otherwise participating in any proceeding in advance of its final disposition upon receipt by this limited liability company of an undertaking by or on behalf of the person receiving advancement to repay the amount advanced if it shall ultimately be determined that such person is not entitled to be indemnified by this limited liability company under this Article V.

The rights to indemnification and to the advancement of expenses conferred in this Article V shall not be exclusive of any other right which any person may have or hereafter acquire under these Articles of Organization (as now or hereafter in effect), the Operating Agreement (as now or hereafter in effect), any statute, agreement, vote of members or disinterested managers, or otherwise.

This limited liability company shall have the power to purchase and maintain insurance on behalf of any person who is or was or has agreed to become a manager, member, officer, employee, attorney or agent against any liability which may be asserted against him or her or incurred by him or her or on his or her behalf in such capacity, or arising out of his or her status as such, whether or not this limited liability company would have the power to indemnify him or her against such liability.

No amendment, modification, alteration, change, supplement or repeal of all or any portion of this Article V, nor the amendment, modification, alteration, change, supplement or repeal of all or any portion of the Operating Agreement, inconsistent with the provisions of this Article V shall adversely affect the rights to indemnification and to the advancement of expenses of a manager, member, officer, employee, attorney or agent existing at the time of such amendment, modification, alteration, change, supplement or repeal with respect to any act or omission occurring prior to the time of such amendment, modification, alteration, change, supplement or repeal.

IN WITNESS WHEREOF, the undersigned, as an authorized representative of a member, has signed and acknowledged these Articles of Organization on January 21, 2014.

  
 Gary D. Lipson,  
 as Authorized Representative

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**Statement Accepting Appointment as Registered Agent**

I hereby accept the designation as registered agent to accept service of process for the above stated limited liability company at the place designated in the statement. 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 under Chapter 605, Florida Statutes.

  
\_\_\_\_\_  
Gary D. Lipson

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