

Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 617-6393

From: Account Name : JAM MARK LIMITED
Account Number : I20000000112
Phone : (305) 789-7758
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FLORIDA LIMITED LIABILITY CO.
Sgt. Pepper's - Downtown Miami LLC

Certificate of Status	0
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February 3, 2014

FLORIDA DEPARTMENT OF STATE
Division of Corporations

JAM MARK LIMITED

SUBJECT: SGT. PEPPER'S - DOWNTOWN MIAMI LLC
REF: W14000006707

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Effective January 1, 2014, all limited liability company forms must be submitted in accordance with the Revised Limited Liability Company Act, Chapter 605, Florida Statutes.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6051.

Tammi Cline
Regulatory Specialist IIFAX Aud. #: H14000024404
Letter Number: 714A00002301

Please see attached. Thanks!
Please use 1/31/14 filing date.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P.O. BOX 6327 - Tallahassee, Florida 32314

2014 JAN 31 AM 9:51

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**ARTICLES OF ORGANIZATION
OF
Sgt. Pepper's - Downtown Miami LLC**

The undersigned, being a duly authorized representative of the Member(s), desiring to form a limited liability company under and pursuant to the Revised Florida Limited Liability Company Act, Chapter 605, Florida Statutes, does hereby adopt the following Articles of Organization:

**ARTICLE I
NAME**

The name of the limited liability company is Sgt. Pepper's - Downtown Miami LLC (the "Company").

**ARTICLE II
ADDRESS**

The principal and mailing address of the Company is:

Sgt. Pepper's - Downtown Miami LLC
17225 South Dixie Highway, Suite 101
Palmetto Bay, FL 33157

**ARTICLE III
REGISTERED AGENT AND OFFICE**

The Company designates 11380 Prosperity Farms Road, #221E, Palm Beach Gardens, FL 33410 as the street address of the initial registered office of the Company and names Corporate Creations Network Inc. as the Company's initial registered agent at that address to accept service of process within this state.

**ARTICLE IV
DURATION AND CONTINUATION**

The period of the Company's duration shall commence with the filing of these Articles of Organization with the Secretary of State, and shall continue perpetually, unless terminated (i) in accordance with the Company's Operating Agreement, or (ii) by the written agreement of a majority of ownership interest.

**ARTICLE V
MANAGEMENT**

The Company shall be conducted, carried on, and managed by at least one (1) Manager and is, therefore, a manager-managed Company. The Manager(s) shall also have the rights and responsibilities described in the Operating Agreement of the Company, if applicable. The Manager(s) shall serve in such capacity until their successor(s) are duly elected and qualified.

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**ARTICLE VI
MANAGER(S)**

The name and address of the initial Manager of the Company is:

Habancro Holdings LLC - 3211 Ponce de Leon, Suite 201, Coral Gables, FL 33134.

**ARTICLE VII
PURPOSE**

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida including activities within the United States and abroad.

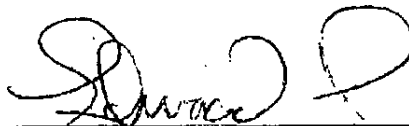
**ARTICLE VIII
ADDITIONAL MEMBERS**

Additional Members may be admitted upon the written consent of the majority ownership interest, and upon the written application of such new Member, in the manner set forth in the Operating Agreement of the Company, if applicable.

**ARTICLE IX
OPERATING AGREEMENT**

The power to adopt, alter, amend, or repeal the Operating Agreement of the Company shall be vested in the Members of the Company in the manner set forth in the Operating Agreement of the Company, if any.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 31st of January 2014.



Habancro Holdings LLC
Duly Authorized Representative of the
Member(s)

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ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for Sgt. Pepper's - Downtown Miami LLC to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 605, Florida Statutes, and acknowledges that the undersigned is familiar with, and accepts, the obligations of such position on this 31st day of January, 2014.

Corporate Creations Network Inc.

By:


Jim Perkins, Vice PresidentFILED
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