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SECKE LARY OF STATE DIVISION OF CORPORATIONS



LAW OFFICE OF

BRENNAN & KRETSCHMER

A PARTNERSHIP OF PROFESSIONAL CORPORATIONS 1443 TWENTIETH STREET

H. RANDAL BRENNAN †* FRED L, KRETSCHMER, JR.

SUITE F POST OFFICE BOX 520 VERO BEACH, FLORIDA 32961-0520

TELEPHONE (772) 778-3777 FACSIMILE (772) 778-3835

†BOARD CERTIFIED CIVIL TRIAL LAWYER *CERTIFIED CIVIL MEDIATOR

February 10, 2014

Registration Section State of Florida Division of Corporations P.O. Box 6327 Tallahassee, Florida 32314

Re: Geo-xchange, LLC

To Whom it May Concern:

Enclosed please find an original and one copy of the Articles of Organization for the above referenced corporation along with a check in the amount of \$125.00. This represents payment for the filing of the Articles of Organization and designation of the Registered Agent

Call me if you have any questions.

Very truly yours,

BRENNAN & KRETSCHMER

H. Randal Brennan

HRB:cla

By

Enclosure: Original and one copy of Articles of Organization

Check for Filing Fees

ARTICLES OF ORGANIZATION OF Geo-xchange, LLC

The undersigned, for the purposes of forming a limited liability company under the Florida Limited Liability Company Act, Chapter 605 Florida Statutes, hereby makes, acknowledges and files the following articles of organization.

ARTICLE I

Name

The name of the limited liability company is Geo-xchange, LLC

ARTICLE II

Term of Existence

This limited liability company shall have perpetual existence commencing on the date of the filing of these Articles of Organization with the Secretary of State of the State of Florida.

ARTICLE III

Initial Principal Office

The mailing address and street address of the principal office of the limited liability company is

16 East Haven Lane White Plains, NY 10605

The members may from time to time, change the street and post office address of the company, as well as the location of its principal office.

ARTICLE IV

Registered Agent, Registered Office and Registered Agent's Signature

The name and Florida street address of the registered agent are:

Sandra Koch 125 43rd Ave. Vero Beach, FL 32968 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 in

Chapter 605, F.S

WILL OUT

Sandra Koch

ARTICLE V

Additional Members

The members have the rights to admit additional members upon written consent by a majority of the members as to the admission of an additional member.

ARTICLE VI

Continuation of Business

The remaining members of the limited liability company have the right to continue the business upon the dissociation of a member or the occurrence of any event which terminates the continued membership of a member in the limited liability company.

ARTICLE VII

Management

The limited liability company is to be managed by one or more members and is, therefore, a member-managed company.

ARTICLE VIII

Amendment

This limited liability company reserves the right to amend or repeal any provisions contained in these Articles of Organization, or an amendment thereto, in the manner provided by law.

ARTICLE IX

Operating Agreement

This limited liability company and its members may be governed by an Operating Agreement which, if executed, will be located at the principal place of business.

ARTICLE X

Nature of Business

This limited liability company is formed for general business purposes; however, from time to time the company may engage in other business activities or may change its primary business purpose upon a vote by its members.

ARTICLE XI

Initial Members

The initial members of this limited liability company are:

Name

Ownership

Initial Capital Cont.

Irving Angerman 16 East Haven Lane White Plains, NY 10605 100%

\$100.00

(In accordance with §605 , Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Irving Angerman

Date: January <u>25</u>, 2014