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FLORIDA LIMITED LIABILITY CO.
Beyond Zero, LLC

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MAR -6 2014

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**ARTICLES OF ORGANIZATION
OF
BEYOND ZERO, LLC**

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The undersigned, acting as the organizer of Beyond Zero, LLC, under the Florida Revised Limited Liability Company Act, Chapter 605, Florida Statutes, adopts the following Articles of Organization:

ARTICLE I - Name

The name of the limited liability company is Beyond Zero, LLC (the "Company").

ARTICLE II - Address

The mailing address and street address of the principal office of the limited liability company is 1101 Brickell Avenue, South Tower - 8th Floor, Miami, Florida 33137.

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 a manager-managed company and the name and address of the initial manager is:

Jason S. Sherman
1101 Brickell Avenue
South Tower - 8th Floor
Miami, Florida 33137

ARTICLE V - 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 605, Florida Statutes.

ARTICLE VI - Admission of Additional Members

The Company shall admit new Members in accordance with the provisions of the Operating Agreement of the Company.

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ARTICLE VI - Initial Registered Agent and Office

The initial registered agent for the Company shall be Kathleen L. Deutsch, P.A., and the street address of the Company's initial registered office is One North Clematis Street, Suite 500, West Palm Beach, Florida 33401.

ARTICLE IX - 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.

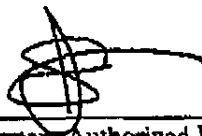
ARTICLE X - Indemnification

Each individual or entity who is or was a manager of the Company (and the heirs, executors, 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 XI - 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 4 day of March, 2014.



Jason S. Sherman, Authorized Representative

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

PURSUANT TO THE PROVISIONS OF SECTION 605.0113, FLORIDA STATUTES, THE UNDERSIGNED 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 Beyond Zero, LLC.
2. The name and address of the registered agent and office is:

Kathleen L. Deutsch, P.A.
One North Clematis Street, Suite 500
West Palm Beach, Florida 33401

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.

KATHLEEN L. DEUTSCH, P.A.

By:


Kathleen L. Deutsch, President

Dated: March 4, 2014

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MAR. 5. 2014 2:55PM

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BEYOND ZERO, CORP.

**1101 Brickell Avenue
South Tower ~ 8th Floor
Miami, FL 33137**

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TALLAHASSEE, FLORIDA

CONSENT FOR USE OF CORPORATE NAME

The undersigned, JASON S. SHERMAN, President of Beyond Zero, Corp., a Florida corporation, does hereby consent to the use of the name "Beyond Zero, LLC" in connection with the formation of a limited liability company in the State of Florida.

BEYOND ZERO, CORP.

By: 

Jason S. Sherman, President

Date: March 4, 2014

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