

**Electronic Articles of Organization
For
Florida Limited Liability Company**

**L14000062409
FILED 8:00 AM
April 16, 2014
Sec. Of State
tbrown**

Article I

The name of the Limited Liability Company is:

DOWNTOWN VAPES LLC

Article II

The street address of the principal office of the Limited Liability Company is:

420 CLEMATIS ST
SUITE B
WEST PALM BEACH, FL. 33401

The mailing address of the Limited Liability Company is:

226 CHARTER WAY
WEST PALM BEACH, FL. 33407

Article III

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

JUSTIN L FALOWSKI
15773 96TH ST N
JUPITER, FL. 33478

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.

Registered Agent Signature: JUSTIN FALOWSKI

Article IV

The name and address of person(s) authorized to manage LLC:

Title: CFO
JUSTIN L FALOWSKI
15773 96TH ST N
JUPITER, FL. 33478 US

Title: COO
RYAN P STEETS
226 CHARTER WAY
WEST PALM BEACH, FL. 33407 US

Title: CEO
JOHN BRANDES
5581 EAGLE LAKE DRIVE
PALM BEACH GARDENS, FL. 33418 US

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Article V

The effective date for this Limited Liability Company shall be:

04/16/2014

Signature of member or an authorized representative

Electronic Signature: JUSTIN FALOWSKI

I am the member or authorized representative submitting these Articles of Organization and affirm that the facts stated herein are true. I am aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S. I understand the requirement to file an annual report between January 1st and May 1st in the calendar year following formation of the LLC and every year thereafter to maintain "active" status.