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Florida Department of State
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To: Division of Corporations
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From: Account Name : NORTON, HAMMERSLEY, LOPEZ & SKOKOS, P.A.
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FLORIDA LIMITED LIABILITY CO.
BAYROCK MIAMI TD EXCHANGE, LLC

Certificate of Status	0
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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GM
9/11/14

**ARTICLES OF ORGANIZATION
OF
BAYROCK MIAMI TD EXCHANGE, LLC**

The undersigned person, acting as the authorized representative of BAYROCK MIAMI TD EXCHANGE, LLC, under the Florida Limited Liability Company Act, Chapter 605, Florida Statutes, adopts the following Articles of Organization:

ARTICLE I - NAME

The name of this limited liability company is:

BAYROCK MIAMI TD EXCHANGE, LLC

ARTICLE II - COMMENCEMENT AND DURATION OF EXISTENCE

The existence of the company will commence on the date these Articles of Organization are filed with the Florida Department of State, and the existence of the company shall be perpetual.

ARTICLE III - PURPOSE

The company may transact any or all lawful business for which a limited liability company may be organized under the Florida Revised Limited Liability Company Act.

ARTICLE IV - INITIAL REGISTERED AGENT AND OFFICE

The street address of the initial registered office of the company is 1819 Main Street, Suite 610, Sarasota, Florida 34236, and the name of the company's initial registered agent at that address is PETER Z. SKOKOS.

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ARTICLE V - PLACE OF BUSINESS

The mailing address and the street address of the principal office of the company is 3333 Clark Road, #100, Sarasota, Florida 34231.

ARTICLE VI - ADMISSION OF ADDITIONAL MEMBERS

The right of the members to admit additional members and the terms and conditions of the admissions shall be restricted solely to those members approved by the written consent of all of the then-existing members and upon such terms and conditions as shall be set forth in its regulations.

ARTICLE VII - MANAGEMENT BY MANAGER

The company shall be managed by a Manager and the name and address of the initial Manager is:

Brent J. Myers
3333 Clark Road, #100
Sarasota, FL 34321

ARTICLE VIII - REGULATIONS

The power to adopt, alter, amend, or repeal the regulations of the company is vested exclusively in the members of the company.

ARTICLE IX - TERMINATION OF A MEMBERSHIP INTEREST

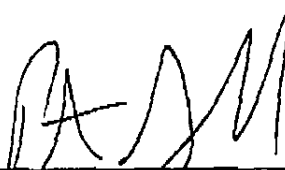
The company shall not be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the company.

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TALLAHASSEE, FLORIDA

ARTICLE X - AMENDMENT OF ARTICLES OF ORGANIZATION

Any amendment to the Articles of Organization shall be approved by all of the members and shall be as prescribed by the Secretary of State of the State of Florida.

DATED: Sept 10, 2014.



PETER Z. SKOKOS, authorized
representative of Member

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TALLAHASSEE, FLORIDA

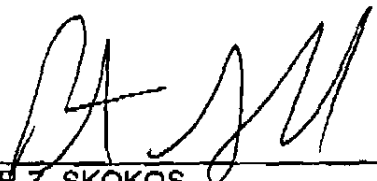
ACCEPTANCE OF REGISTERED AGENT

Pursuant to Section 605.0113, Florida Statutes, the following is submitted:

That BAYROCK MIAMI TD EXCHANGE, LLC, desiring to organize as a limited liability company under the laws of the State of Florida with its initial registered office, as indicated in its Articles of Organization, at 1819 Main Street, Suite 610, Sarasota, Florida 34231, has named PETER Z. SKOKOS as its agent to accept service of process within the State of Florida.

Having been named to accept service of process for BAYROCK MIAMI TD EXCHANGE, LLC at the place designated in this document, the undersigned agrees to act in that capacity and to comply with the provisions of the Florida Limited Liability Company Act, as amended, relative to keeping open the registered office. The undersigned is familiar with, and accepts the obligations of, Section 605.0113, Florida Statutes.

DATE: Sept 10, 2014.



PETER Z. SKOKOS

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