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FLORIDA LIMITED LIABILITY CO.
DOWNTOWN FLORIDA, LLC

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**ARTICLES OF ORGANIZATION
OF
DOWNTOWN FLORIDA, LLC**

Pursuant to the provisions of Chapter 605 of the Florida Statutes, the undersigned hereby declares the following provisions as the Articles of Organization of DOWNTOWN FLORIDA, LLC, a Florida limited liability company (the "Company").

ARTICLE 1: NAME AND MAILING ADDRESS

The name of this Company is DOWNTOWN FLORIDA, LLC, and its principal office and mailing address is 2494 13th Avenue North, Suite 205, St. Petersburg, FL 33713.

ARTICLE 2: DURATION

The duration of the Company is perpetual, commencing as of the date of acceptance and filing of these Articles by the Secretary of State of the State of Florida.

ARTICLE 3: PURPOSE

This Company has been organized for any lawful purpose under Florida law, except that special statutes for the regulation and control of specific types of business shall control when in conflict herewith.

ARTICLE 4: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Company is located at 2494 13th Avenue North, Suite 205, St. Petersburg, FL 33713, and the name of the initial registered agent is Norman J. Kerr.

ARTICLE 5: MANAGEMENT; INITIAL MEMBERS

The management of the Company shall be vested in a Manager of the Company, as from time to time elected by the members of the Company. The number of Managers may either be increased or decreased from time to time by agreement by the members but shall never be less than one. The name and address of the initial Manager is:

<u>NAME</u>	<u>ADDRESS</u>
Norman J. Kerr	2494 13th Avenue North, Suite 205, St. Petersburg, FL 33713

Prepared by:
Robert Kapusta, Jr., Esq.
FBN 441538
Fisher & Sauls, P.A.
100 Second Ave. S., Suite 701
St. Petersburg, FL 33701
(727) 822-2033

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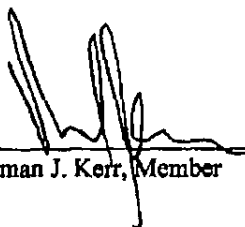
ARTICLE 6: LIMITATION OF AGENCY AUTHORITY OF MEMBERS

No member of the Company shall be an agent of the Company solely by virtue of being a member.

ARTICLE 7: OPERATING AGREEMENT

Any Operating Agreement relating to the Company must be in writing and signed by all of the members. The power to adopt, alter, amend or repeal the Operating Agreement of this Limited Liability Company shall be vested in the members of the Company.

17th IN WITNESS WHEREOF, the undersigned have executed these Articles of Organization this day of December, 2014.


Norman J. Kerr, Member (SEAL)

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ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above-stated limited liability company at a place designated in the Articles of Organization of DOWNTOWN FLORIDA, LLC, set forth above, 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 for in Chapter 605, F.S.

Dated this 17th day of December, 2014.



Norman J. Kerr, Registered Agent

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