

Division of Corporations

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**Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 617-6383

From: Account Name : WILLIAMS, PARKER, HARRISON, DIETZ & GETZEN, P.A.
Account Number : 072720000266
Phone : (941) 366-4800
Fax Number : (941) 552-7141

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

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**LLC AMND/RESTATE/CORRECT OR M/MG RESIGN
MAXYMAC, LLC**

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STATEMENT OF AUTHORITY

Pursuant to section 605.0302(1), Florida Statutes, this limited liability company submits the following statement of authority:

FIRST: The name of the limited liability company is:

MAXYMAC, LLC (the "Company")

SECOND: The Florida Document Number of the limited liability company is L16000015208.

THIRD: The street address of the limited liability company's principal office is:

2300 BEE RIDGE ROAD, SUITE 401

SARASOTA, FL 34239

The mailing address of the limited liability company's principal office is:

2300 BEE RIDGE ROAD, SUITE 401

SARASOTA, FL 34239

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FOURTH: The Operating Agreement of the Company requires approval by a majority of managers of any manager action. The Operating Agreement further sets limitations of authority on the Company, any member, any officer, director, or principle of any member or of any Affiliate of a member shall take any action with respect to any of the following matters in the Company and all of its subsidiaries (collectively, the "Companies"), without the prior approval of the Board of Managers:

(a) the approval of the annual budget, including a financial budget, borrowings and annual capital investments budgets, and the update of the Companies business plan;

(b) any decision which exceeds of more than 10% the related section in the approved annual budget;

(c) any decision with respect to the replacement or modification of the corporate purpose or the nature of the business carried out, or of the strategy of the company;

(d) any modification of the Companies business plan;

(e) the hiring, dismissal and increase of the wages in excess of 6% of the applicable remuneration of any employee with yearly remuneration exceeding \$40,000 (forth thousand dollars);

(f) sell, transfer, lease, assign or otherwise dispose of a material part of its undertaking, property and/or assets;

(g) the acquisition or sale of any interest in all types of legal entities joint-venture, revenue-sharing agreement or partnership;

(h) the creation of or contribution to any type of legal entity; the decision on the opening and closing of branches and agencies;

(i) the entering into any contract or agreement concluded with a member;

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(j) the decision to make investments or disinvestments for an amount exceeding \$100,000 (one hundred thousand dollars) and not included in the approved annual budget;

(k) the entering into, providing, prolonging and/or terminating financings and/or security interests (including mortgages) and/or the granting of any kind of security or guarantees (including limitation, comfort letters);

(l) the borrowing of any sum or, entering into any loan, leasing, or other financing contract outside the ordinary course of business, if not included in the approved annual budget;

(m) commencing the prosecution or defense of, or settle any legal or arbitration proceedings other than routine debt collection;

(n) making any loan or advance, save for trade credit in usual course of business; the approval of the remuneration, including increases in the remuneration, of the representatives of a company;

(o) the approval of any incentive plan for the employee or management;

(p) the increase or reduction in the share capital or membership interests of the company and, the issuance of convertible or cashable bonds or warrants; purchase, sale and amortization of a company's own shares or units; the creation or modification of special classes or series of shares or units with pre-emption or other special rights, or the convening of any members meeting to decide on these matters;

(q) any modification of the Articles of Organization or the Operating Agreement of the Companies, or the convening of any members meeting to decide on this matter;

(r) the liquidation, dissolution, merger, split-off or transformation of a company or request for suspension of payments or bankruptcy, or the convening of any members meeting to decide on this matter;

(s) the convening of any Members meeting to decide on matters beyond the Board of Managers;

(t) directly or indirectly cause or allow any subsidiary of the Company or of any Affiliate to take action or to fail to take an action which the Company is not permitted to take or is not permitted to allow the Company to fail to take pursuant to this Agreement or the Act, evaluated as if all the property and obligations of such subsidiaries were property and obligations of the Company itself; and

(u) directly or indirectly, through a subsidiary of the Company or any affiliate or otherwise, adopt or allow to remain in place a governance structure for a subsidiary of the Company or any Affiliate or enter into a transaction with respect to a subsidiary of the Company or any Affiliate that could facilitate circumvention of the immediately preceding subparagraph.

Signature of authorized representative

Rosalia Guillam

Typed or printed name of signature

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