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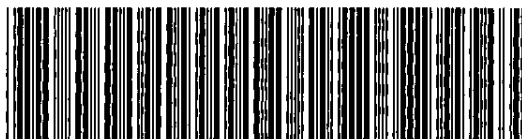
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

K. SALLY
EXAMINER
FEB 19 2015

LAW OFFICES OF
DUNLAP & MORAN, P.A.

Post Office Box 3948, Sarasota, Florida 34230-3948
Telephone 941-366-0115 Facsimile 941-365-4660 www.dunlapmoran.com

February 6, 2015

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: **DENOFA HOLDINGS, LLC / Our File No. 11795-6**

To Whom it May Concern:

Enclosed herewith are the Articles of Organization for the above-referenced Company, along with the check for \$125.00 representing the filing fee. **Please file the Articles with the Department of State and mail the letter of acknowledgment to me.**

Please ensure that all notifications for the Annual Reports go to the following physical address and email address:

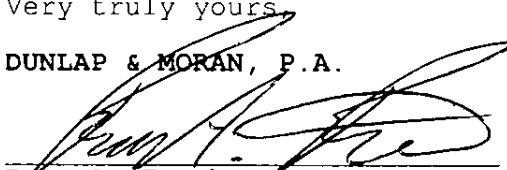
Scott Denofa
5730 Oakton Court
Sarasota, FL 34233
Email: denofa@aol.com

If you have any questions or require any additional information, please advise. Thank you for your prompt attention to this matter.

Thank you very much.

Very truly yours,

DUNLAP & MORAN, P.A.



Ryan A. Featherstone, Esq.

RAF/11795-6/Ltr (Arts)
Enclosure

ARTICLES OF ORGANIZATION
OF
DENOFA HOLDINGS, LLC

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TALLAHASSEE, FLORIDA

The undersigned certifies that we have associated ourselves together for the purposes of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be DENOFA HOLDINGS, LLC, and the address of its principal office and mailing address is 5730 Oakton Court, Sarasota, FL 34233 in the County of Sarasota, State of Florida, but it shall have the power of authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II

PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III

EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of the members of this limited liability company, and the business and affairs of this limited liability company shall be managed under the direction of the managers of this limited liability company. This Article may be amended from time to time in the Operating Agreement of the limited liability company by a majority vote of the members of the limited liability company.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV

MANAGEMENT

The name and address of each person authorized to manage and control the Limited Liability Company:

Title: **Name and Address:**

Manager Scott Denofa, 5730 Oakton Court, Sarasota, FL 34233

ARTICLE V

MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members pursuant to any and all applicable provisions of the Company's Operating Agreement, and the Company's Comprehensive Buy-Sell Agreement, if in effect. Notwithstanding the previous sentence, in the event that the Articles of Organization and/or the Company's Operating Agreement are inconsistent with the transfer of Membership interest provisions of the Company's Comprehensive Buy-Sell Agreement, if in effect, the Comprehensive Buy-Sell Agreement shall control.

ARTICLE VI

DURATION

The date and time when the existence of the limited liability company shall commence shall be on the date of filing these Articles with the Florida Secretary of State. This limited liability company shall exist perpetually, or until dissolved in a manner provided by law, or as provided in the Operating Agreement adopted by the members.

ARTICLE VII

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 5730 Oakton Court, Sarasota, FL 34233, in the County of Sarasota, State of Florida, and the name of the company's initial registered agent at that address is Scott Denofa.

The undersigned, being an authorized representative, or member, of the limited liability company, certifies that this instrument constitutes the Articles of Organization of **DENOFA HOLDINGS, LLC.**

Executed by the undersigned on January 26, 2015.



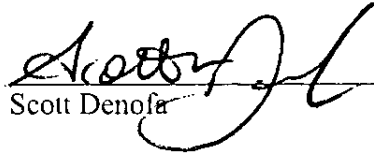
Scott Denofa, Manager and Authorized
Agent

RAF/-re/11795-6/Articles of Organization

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CLERK OF COURT
JULIA HASSELTINE

ACCEPTANCE BY REGISTERED AGENT

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 property and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided in Chapter 605, Florida Statutes.



Scott Denofa

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