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USAMERICA REAL ESTATE LLC

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Articles of Organization
Of
Usamerica Real Estate LLC

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby subscribes to these Articles of Organization of a Limited Liability Company under the laws of the State of Florida.

Article I

The name of this Limited Liability Company is Usamerica Real Estate LLC

Article II

The mailing address of the principal office of this Limited Liability Company shall be 4891 Elizabeth Avenue Sarasota, FL 34233, and such other place(s) as the members from time to time may determine.

Article III

The period of duration for the Limited Liability Company shall be perpetual unless sooner dissolved in accordance with the laws of the State of Florida.

Article IV

The date of existence shall begin upon the filing of these Articles of Organization and upon acceptance by the Florida Secretary of State.

Article V

This Limited Liability Company may engage in any activity or business permitted under the laws of the United States of America and the laws of the State of Florida. Without limiting any of the purposes, powers and objects of this Limited Liability Company it is expressly declared and provided that this Limited Liability Company shall have power in carrying on its own business, or for the purpose of accomplishment of any of the purposes or attainment of its objects, to make and perform contracts of any kind and description and to do any and all other acts, and to exercise any and all powers either as principal, agent and/or broker, conferred by the laws of Florida upon limited liability companies, and which a partnership or natural person could do and exercise, and which now or hereafter may be authorized by the laws of the United States of America and the laws of the State of Florida.

Article VI

The Manager Member(s) or Member(s) with voting power prorata to their interest shall manage the Limited Liability Company. The rights and duties of the Manager Member(s) or Member(s) shall be set forth in the regulations of the Limited Liability Company which are incorporated herein by reference. Each initial Manager Member(s) or Member(s) will serve until the first annual meeting of the members. The name(s) and address(es) of the Manager Member(s) or Member(s) of the Limited Liability Company with voting power are:

Name	Address	Interest
Argenis E De Freitas Funes	4891 Elizabeth Avenue Sarasota, FL 34233	100%

Article VII

The name and address of the initial Manager Member(s) or Member(s):

Managing Member
Argenis E De Freitas Funes
4891 Elizabeth Avenue
Sarasota, FL 34233

Articles of Organization
Of
Usamerica Real Estate LLC

Article VIII

In the event of withdrawal, 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 this company, this Limited Liability Company shall remain in existence and the remaining members have the right to continue in business pursuant to the applicable provisions of the regulations.

Article IX

The members of the Limited Liability Company shall adopt, alter, amend or repeal regulations containing all provisions for the regulation and management of this company, which shall be consistent with the laws of the United States of America, the laws of the State of Florida, the Operating Agreement or the Articles of Organization.

Article X

Members of the Limited Liability Company have the right to admit new members. Additional members may be admitted only on the unanimous written consent of the existing members, and the existing members shall determine the amount and nature of contributions required by new members at the time the new member(s) are admitted. A member's interest in this Limited Liability Company may be transferred only with the unanimous written consent of all remaining members if the transferee intends to become a member.

Article XI

No member(s) shall have the right to assign their membership interest in the Limited Liability Company without the written agreement of all the members, unless otherwise provided in the Limited Liability Company's Operating Agreement. If the assignment is not approved by all of the members, the assignee shall have no right to become a member, to participate in the management of the Limited Liability Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits, distributions, allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Article XII

Unless otherwise provided in the Limited Liability Company Operating Agreement, there shall not be any distribution of profits unless each separate distribution is approved by the affirmative vote of member(s) who own more than fifty percent (50%) of the voting interest in the Limited Liability Company. The voting member(s) shall have complete discretion on when and if to approve any distribution of profits.

Article XIII

These Articles of Organization may be amended at any time by the unanimous consent of the members as deemed appropriate to facilitate the accomplishment of the purpose of the Limited Liability Company. The amendment shall be executed and duly file with the Florida Department of State.


Argenis E De Freitas Funes
Manager Member

Articles of Organization
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Usamerica Real Estate LLC

Certificate of Designation of Registered Agent and Registered Office

Pursuant to the provisions of Chapter 605, Florida Statutes, the undersigned Limited Liability Company submits the following statement in designation to Registered Agent and Registered Office in the State of Florida.

The name of the Limited Liability Company is Usamerica Real Estate LLC

The name and address of the Registered Agent and Registered Office:

Argenis E De Freitas Funes
4891 Elizabeth Avenue
Sarasota, FL 34233

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, Argenis E De Freitas Funes, hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all relating to the proper and complete performance of my duties and I am familiar with and accept the obligation of my position as Registered Agent.



Argenis E De Freitas Funes
Registered Agent

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TALLAHASSEE, FLORIDA