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marc@browardmotorsports.com**FLORIDA LIMITED LIABILITY CO.****Heffers One, LLC**

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**ARTICLES of ORGANIZATION of
HEFFERS ONE, LLC**

The undersigned certify that we have associated ourselves together for the purpose 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 **HEFFERS ONE, LLC**, and its principal office and mailing address shall be located at 16400 NW 2nd Avenue, Suite 203 in the City of North Miami Beach, County of Miami-Dade, State of Florida, 33169, but it shall have the power and authority to establish branch offices at any other place or places as the managers/Members may designate.

ARTICLE II

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is **9500 So. Dadeland Blvd., Suite 708, Miami, County of Miami-Dade, State of Florida 33156-2849**, and the name of the company's initial registered agent at that address is **Gary P. Simon**.

ARTICLE III

PURPOSES AND POWERS

A. 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

Gary P. Simon
9500 S. Dadeland Blvd., Suite 708
Miami, Florida 33156-2849
305-670-6750 Fla Bar No. 184309

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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.

B. 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.

C. 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 law of the State of Florida, lawfully carry on, exercise, or do.

ARTICLE IV MANAGEMENT

This limited liability company shall be a manager managed company. The managers who are authorized to manage and control the Company are and their address are:

Name: Marc A. Osheroff

Address: 16400 NW 2nd Avenue, Suite 203, North Miami Beach, FL 33169

Name: Andre Hurwit

Address: 21097 NE 27th Court, Suite 100, Aventura, FL 33180

The undersigned, being one of the original Members of the limited liability company, certifies that this instrument constitutes the Articles of Organization of Heffers One, LLC in accordance with Section 605.0203(1)(b) F.S.

Executed by the undersigned at Miami, Florida on June 29, 2015. Under penalties of perjury, the facts stated herein are true.


Print: Marc A. Osheroff, as co-manager

Gary P. Simon
9500 S. Dadeland Blvd., Suite 708
Miami, Florida 33156-2849
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REGISTERED AGENT STATEMENT & ACCEPTANCE

Pursuant to the provisions of Sections 605.0113 F.S., of the Revised Limited Liability Company Act, the limited liability company identified above submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the registered agent the limited liability company is Gary P. Simon and the street address of the company's registered office where the agent is located is 9500 So. Dadeland Blvd., Suite 708, Miami, FL 33156-2849.

This statement is to acknowledge that the limited liability company above has appointed me, Gary P. Simon, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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. Under penalties of perjury, the facts stated herein are true.

Dated June 29, 2015.



Gary P. Simon

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