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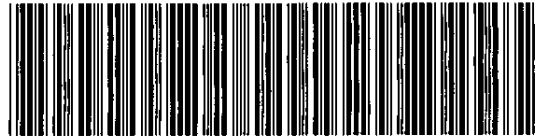
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AUG 18 2015

T SCHROEDER

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 749433 7393675

AUTHORIZATION :

COST LIMIT : \$ 125.00

ORDER DATE : August 17, 2015

ORDER TIME : 3:12 PM

ORDER NO. : 749433-005

CUSTOMER NO: 7393675

DOMESTIC FILING

NAME: THYLACINE REALTY GROUP, LLC

EFFECTIVE DATE:

____ ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Melissa Zender - EXT.

EXAMINER'S INITIALS: _____

**ARTICLES OF ORGANIZATION
FOR
THYLACINE REALTY GROUP, LLC**

A Florida Limited Liability Company

The undersigned, for the purpose of forming a limited liability company under the laws of the State of Florida, pursuant to the Florida Revised Limited Liability Company Act (the "Revised Act"), hereby adopts the following Articles of Organization:

**ARTICLE I
NAME**

The name of the Limited Liability Company is: THYLACINE REALTY GROUP, LLC (the "Company").

**ARTICLE II
ADDRESS**

The initial principal address and initial mailing address of the Company is c/o Thylacine Capital, LLC, Attn: Robert Graifman, Managing Member, 6899 Collins Avenue, Suite N2604, Miami Beach, Florida 33141.

**ARTICLE III
INITIAL REGISTERED AGENT AND REGISTERED OFFICE**

The street address of the initial Registered Office of the Company is c/o Thylacine Capital, LLC, Attn: Robert Graifman, Managing Member, 6899 Collins Avenue, Suite N2604, Miami Beach, Florida 33141 and the name of the initial Registered Agent and the name of the initial Registered Agent of the Company at that address is Robert Graifman.

**ARTICLE IV
MANAGEMENT**

The Company shall be managed in accordance with the Company's Operating Agreement.

**ARTICLE V
EFFECTIVE DATE**

The Company shall exist on the date of the filing of these Articles with the Secretary of State of the State of Florida. The duration of the Company shall be perpetual.

**ARTICLE VI
NATURE OF BUSINESS**

The Company is organized for the purpose of transacting any and all lawful business.

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ARTICLE VII MEMBERSHIP CERTIFICATES

Each Member's interest in the Company may be evidenced by a membership participation or unit certificate. No Member of the Company may transfer, sell or assign his/her/its membership interest in the Company to any other person except as provided in the Company's Operating Agreement.

ARTICLE VIII INDEMNIFICATION

The Company shall indemnify to the fullest extent permitted under and in accordance with the laws of the State of Florida any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was manager, member, managing member or officer of the Company, or is or was serving at the request of the Company as a manager, member, director, officer, trustee, employee or agent of or in any other capacity with another company, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgements, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding.

Expenses (including attorneys' fees) incurred by any member, manager, managing member or officer in defending any civil, criminal, administrative or investigative proceeding shall be paid by the Company in advance of the final disposition of such proceeding upon receipt of any undertaking (secured or unsecured as may be determined by the Company) by or on behalf of such member, manager, managing member or officer to repay such amount if it shall ultimately be determined that such member manager, managing member or officer is not entitled to be indemnified by the Company as authorized by this Article. Such expenses (including Attorneys' fees) incurred by other employees or agents shall also be paid upon such terms and conditions, if any, as the Company deems appropriate.

Notwithstanding the foregoing, indemnification or advancement of expenses shall not be made to or on behalf of any member, manager, managing member, officer, employee or agent if a judgment or other final adjudication establishes that the actions, or omissions to act, of such member, manager, managing member, officer, employee or agent were material to the cause of action so adjudicated and constitute any of the following:

- (a) A violation of criminal law, unless the member, manager, managing member, officer, employee or agent had no reasonable cause to believe such conduct was unlawful;

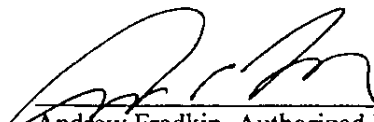
- (b) A transaction from which the member, manager, managing member, officer, employee or agent derived an improper personal benefit;
- (c) In the case of a manager or managing member, a circumstance under which such indemnification is not permitted under the Revised Act.
- (d) Willful misconduct or conscious disregard for the best interests of the Company in a proceeding by or in the right of the Company to procure a judgment in its favor or in a proceeding by or in the right of a member.

The indemnification provided by this Article shall continue as to an indemnified person who has ceased to be a member, manager, managing member, officer, employee or agent and shall inure to the benefit of the estate, heirs, personal representatives, beneficiaries, executors and administrators of such person. All rights to indemnification and advances under this Article shall be deemed to be a contract between the Company and each indemnified person at any time while this Article is in effect. Any repeal or modification of this Article or any repeal or modification of the Revised Act or any other applicable laws shall not in any way diminish the rights to indemnification of such indemnified person or the obligations of the Company arising hereunder for claims relating to matters occurring prior to such repeal or modification.

ARTICLE IX AMENDMENT

The Company reserves the right to amend or repeal any provision in these Articles of Organization and any right conferred upon the members is subject to this reservation.

IN WITNESS WHEREOF the undersigned has executed these Articles as of the 16 day of August, 2015.



Andrew Fradkin, Authorized Representative

This document is executed in accordance with Section 605.0203 (1)(b) Florida Statutes. I am aware that any false information submitted in a document to the Secretary of State constitutes a third degree felony as provided in s. 817.155 F.S.

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ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept the service of process of the above-stated limited liability company at the place designated in these Articles, Robert Graifman, hereby accepts the appointment as registered agent and agrees to act in this capacity. Robert Graifman further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and he is familiar with and accepts the obligations of his position as registered agent as provided in Chapter 605, F.S.


Robert Graifman

Dated August 16, 2015

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