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Florida Department of State  
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**FLORIDA LIMITED LIABILITY CO.  
MGT OF AMERICA, LLC**

Certificate of Status	0
Certified Copy	0
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**ARTICLES OF ORGANIZATION  
OF  
MGT OF AMERICA, LLC**

The undersigned subscriber to these Articles of Organization, a natural person competent to contract, does hereby form a limited liability company under the laws of the State of Florida.

**ARTICLE I  
Name**

The name of the limited liability company shall be **MGT OF AMERICA, LLC.**

**ARTICLE II  
Address and Place of Business**

The mailing address and principal place of business for the limited liability company is:

**201 N. Franklin Street, Suite 2000  
Tampa, Florida 33602**

**ARTICLE III  
Period of Duration**

The limited liability company shall begin existence on the day of filing, and shall continue into perpetuity, or until dissolved in a manner provided by law or by regulations adopted by the Members of the limited liability company.

**ARTICLE IV  
Purposes**

The limited liability company may engage in the transaction of any or all lawful business for which limited liability companies may be formed under the laws of the State of Florida.

**ARTICLE V  
Registered Office and Registered Agent**

The street address of the limited liability company's initial registered office is:

**201 N. Franklin Street, Suite 2000  
Tampa, Florida 33602**

The initial registered agent at such address is James W. Goodwin. The limited liability company may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 605.0114, Florida Statutes.

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STATE OF FLORIDA  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
AND BUSINESSES

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**ARTICLE VI**  
**Management**

The management of the limited liability company, unless otherwise provided in the articles of organization or the operating agreement, shall be vested in a Board of Managers. The initial managers shall be:

**A. Trey Traviesa**  
201 N. Franklin Street, Suite 2000  
Tampa, Florida 33602

**ARTICLE VII**  
**Continuity of Business**

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or upon the occurrence of any other event which terminates the continued membership of a member in the limited liability company, the business of the limited liability company shall not cease and the limited liability company shall not be dissolved unless the business of the limited liability company is terminated by the consent or agreement of all remaining members.

**ARTICLE VIII**  
**Operating Agreement**

The members of the limited liability company shall adopt an operating agreement which shall act as the operating agreement of the members pertaining to the regulation, management and affairs of the limited liability company, provided that such operating agreement shall not be inconsistent with these Articles of Organization or with the laws of the State of Florida. The operating agreement shall be repealed or altered only by the members of the limited liability company, in the manner now or hereafter prescribed by the laws of the State of Florida.

**ARTICLE IX**  
**Acknowledgment**

The undersigned subscriber does hereby certify that the foregoing constitutes the proposed Articles of Organization of MGT of America, LLC.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 1<sup>st</sup> day of December, 2015.

  
\_\_\_\_\_  
JAMES W. GOODWIN  
Attorney and Authorized Representative

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**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE**

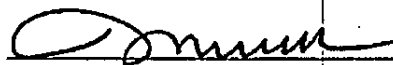
PURSUANT TO THE PROVISIONS OF SECTION 605.0113, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is **MGT OF AMERICA, LLC.**
2. The name and address of the registered agent and office is:

**JAMES W. GOODWIN**  
**201 N. Franklin Street, Suite 2000**  
**Tampa, Florida 33602**

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 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, Florida Statutes.

Dated this 1<sup>st</sup> day of December, 2015.



**JAMES W. GOODWIN**  
Registered Agent

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**MGT OF AMERICA, INC.  
3800 Esplanade Way, Suite 210  
Tallahassee, Florida 32311**

December 1, 2015

Department of State  
Division of Corporations  
Limited Liability Company Filings  
P.O. Box 6327  
Tallahassee, FL 32314

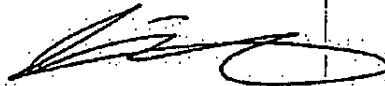
Re: Name Association Letter

Dear Sir/Madam:

I, A. Trey Traviesa, as CEO and President of MGT of America, Inc., Document Number 460217, do hereby give express consent to James W. Goodwin, Authorized Representative of MGT of America, LLC, for the use of the name MGT of America, LLC in Florida.

I hereby further give express consent to James W. Goodwin, Authorized Representative of MGT of America, LLC, for the filing of the Articles of Organization attached hereto realizing that the limited liability company is opening an entity in Florida with the same name as MGT of America, Inc.

Very truly yours,



A. Trey Traviesa  
CEO and President

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