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Page 1 of 1

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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 617-6381

From:

Account Name : M. BURR KEIM COMPANY
Account Number : I19990000242
Phone : (215) 563-8113
Fax Number : (215) 977-9386

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

15 DEC -9 AM 7:47

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****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

**FLORIDA LIMITED LIABILITY CO.
FAE Holdings 465397R, LLC**

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$125.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

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ARTICLE I - Name:

The name of the Limited Liability Company is:

SECRETARY OF STATE
TALLAHASSEE, FLORIDAFAE Holdings 465397R, LLC

(Must end with the words "Limited Liability Company, "L.L.C.," or "LLC.")

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:Mailing Address:215 South State Street, Suite 380
Salt Lake City, UT 84111215 South State Street, Suite 380
Salt Lake City, UT 84111

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

The name and the Florida street address of the registered agent are:

W. Bradley Munroe, Esquire

Name

239 East Virginia StreetFlorida street address (P.O. Box **NOT** acceptable)TallahasseeFL32301

City

State

Zip

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, F.S.


Registered Agent's Signature (REQUIRED)

(CONTINUED)

Page 1 of 2

15 DEC -9 AM 7:47

ARTICLE IV-

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA**Title:**

"AMBR" = Authorized Member

"MGR" = Manager

AMBR**Name and Address:**First American Exchange Company, LLC215 South State Street, Suite 380Salt Lake City, UT 84111

(Use attachment if necessary)

ARTICLE V: Effective date, if other than the date of filing: _____ (OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than five business days prior to or 90 days after the date of filing.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.**ARTICLE VI:** Other provisions, if any.**REQUIRED SIGNATURE:**

Signature of a member or an authorized representative of a member.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 Department of State constitutes a third degree felony as provided for in s.817.155, F.S.Robert Worthington, Jr., Authorized Representative

Typed or printed name of signer

Filing Fees:

\$125.00 Filing Fee for Articles of Organization and Designation of Registered Agent

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)