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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

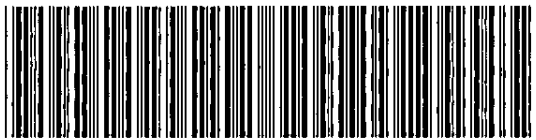
(Business Entity Name)

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16 JAN -5 PM 3:49
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JAN 05 2016

T SCHROEDER

CT

January 5, 2016

Department of State, Florida
Clifton Building
2611 Executive Center Circle
Tallahassee FL 32301

Re: Order #: 9832909 SO
Customer Reference 1: 085925-102
Customer Reference 2:

Dear Department of State, Florida :

Please obtain the following:

1898 Distilling Company, LLC (FL)
Formation
Florida

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092 .

Thank you very much for your help.

Sincerely,

Connie R Bryan
Senior Fulfillment Specialist
Connie.Bryan@wolterskluwer.com

ARTICLES OF ORGANIZATION

OF

1898 DISTILLING COMPANY, LLC

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1. Name. The name of this limited liability company is **1898 DISTILLING COMPANY, LLC** (the "Company"), and it shall be formed as a limited liability company under Chapter 605 of the laws of the State of Florida (the "Act").

2. Duration. The Company's existence shall be perpetual, and the effective date of commencement of the Company's existence shall be January 1, 2016.

3. Purpose. The Company is organized for the purpose of transacting all lawful activities and businesses that may be conducted by a limited liability company under the laws of Florida.

4. Place of Principal Office. The mailing address and street address of the Company's principal office is 100 North Tampa Street, Suite 2700, Tampa, Florida 33602, Attn: Randolph J. Wolfe.

5. Registered Agent and Office. The name of the initial registered agent of the Company is F & L Corp. The street address of the initial registered agent of the Company is One Independent Drive, Suite 1300, Jacksonville, Florida 32202.

6. Management of the Company. The management of the Company shall be vested in the managers of the Company. The initial manager of the Company is John R. Koko, whose address is c/o Randolph J. Wolfe, 100 North Tampa Street, Suite 2700, Tampa, Florida 33602.

7. Operating Agreement. The members shall have the power to adopt, alter, amend, or repeal the Operating Agreement of the Company containing provisions for the regulation and management of the affairs of the Company.

8. Waiver of Appraisal Rights. The members of the Company shall not have, and by their acceptance of any membership interest in the Company each member agrees that they shall not have, and shall be deemed to have waived, any appraisal rights and rights to obtain payment of the fair value of a member's membership interest and/or membership rights (collectively, the "Appraisal Rights") provided in Section 605.1006 of the Act, its successor provisions or otherwise in any one or more of the events described in Section 605.1006(1) of the Act and/or its successor provisions (the "Triggering Events"). Further, Appraisal Rights shall not be available to any member with respect to any and all Triggering Events that may occur during the term of the Company, and each member shall be deemed to have expressly authorized the elimination of such Appraisal Rights and agreed and acknowledged that this clause constitutes an express waiver and elimination of all Appraisal Rights for purposes of Section 605.1006(2) of the Act.

The undersigned executed these Articles of Organization on the 1st day of January, 2016.

In accordance with Section 605.0203(1)(b), Florida Statutes, the execution of these Articles constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

Randolph J. Wolfe

RANDOLPH J. WOLFE

Authorized Representative of Member

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the within-named Company, at the place designated herein, and being familiar with the obligations of that position as provided for in the Act, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of the undersigned's duties.

F & L CORP

By:

Randolph J. Wolfe

Randolph J. Wolfe, Vice President

Dated: January 1, 2016

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STATE

16 JAN -5 PM 4: 08

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