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11:10 Driver, Mcaree, Peek & Hawthorne

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PET PARADISE-HAPPY VALLEY RE, LLC

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**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
PET PARADISE-HAPPY VALLEY RE, LLC**

Pursuant to Section 605.0202 of the Florida Revised Limited Liability Company Act, the Articles of Organization of Pet Paradise-Happy Valley RE, LLC, originally filed on March 30, 2016, are amended and restated in their entirety to read as follows:

ARTICLE I - NAME

The name of the limited liability company is APR RE-Happy Valley, LLC (the "Company").

ARTICLE II - ADDRESS

The street and mailing address of the Company's principal office are:

5130 University Boulevard West
Jacksonville, Florida 32216

ARTICLE III - PURPOSE

The Company is organized for the purpose of performing all lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The Company (i) designates 5130 University Boulevard West, Jacksonville, Florida 32216 as the street address of the Company's registered office, and (ii) names William L. Joel, Esq., as the Company's registered agent at that address.

ARTICLE V - MANAGEMENT AND AUTHORITY

The Company shall be a manager-managed company. Pursuant to Section 605.04074, Florida Statutes, no member of the Company shall be an agent of the Company solely by virtue of being a member, and no member shall have authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a member.

ARTICLE VI- INDEMNIFICATION

The Company shall indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was a manager, member or officer of the Company or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as a manager, member or officer of the Company or its subsidiaries. To the fullest extent not prohibited by law, the Company shall advance reasonable indemnification expenses (including attorneys' fees and costs) for

Prepared by:
Driver, McAfee, Peek & Hawthorne, P.L.
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Jacksonville, Florida 32202
904-301-1269

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actions taken in the capacity of such person as a manager, member or officer within twenty (20) days after receipt by the Company of (i) a written statement requesting such advance, (ii) evidence of the expenses incurred, and (iii) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses.

The undersigned, for the purpose of amending and restating the Company's Articles of Organization under the laws of the State of Florida, has executed these Amended and Restated Articles of Organization.

William L. Joel

William L. Joel, Esq., Authorized Representative

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ACCEPTANCE OF REGISTERED AGENT

The undersigned (i) agrees to act as registered agent for the Company named above, to accept service of process at the place designated in these Amended and Restated Articles of Organization, and to comply with the provisions of Chapter 605, Florida Statutes, and (ii) acknowledges that the undersigned is familiar with, and accepts, the obligations of such position.

Dated: July 15, 2016

William L. Joel
William L. Joel, Esq.

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