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FLORIDA LIMITED LIABILITY CO.
3400 GEM LLC

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Page Count	05
Estimated Charge	\$155.00

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ARTICLES OF ORGANIZATION

3400 GEM LLC

The undersigned hereby forms a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

**ARTICLE I
NAME**

The name of the limited liability company shall be **3400 GEM LLC**.

**ARTICLE II
DURATION**

This limited liability company shall exist perpetually unless dissolved as provided by applicable law.

**ARTICLE III
PURPOSES AND POWERS**

This limited liability company may engage in any activity of business permitted under the laws of the United States, any State, or any foreign country.

**ARTICLE IV
PRINCIPAL PLACE OF BUSINESS**

The initial mailing and street address of the principal office of this limited liability company shall be c/o Post & Romero, 3195 Ponce de Leon Blvd., Suite 400, Coral Gables, FL 33134. The location may be changed with approval by the members of this limited liability company

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present at a meeting (personally or by proxy) representing a majority of the voting power or by the managers.

**ARTICLE V
MANAGEMENT**

The limited liability company is to be managed by one or more managers and is, therefore, a manager-managed company.

The name and address of the initial sole manager are as follows:

Mario Jolodosky
c/o Post & Romero
3195 Ponce de Leon Blvd.
Suite 400
Coral Gables, FL 33134

**ARTICLE VI
INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the limited liability company is as follows: c/o Post & Romero, 3195 Ponce de Leon Blvd, Suite 400, Coral Gables, Florida 33134.

The name of its initial registered agent is Law Office of Carlos A. Romero, Jr., P.A.

**ARTICLE VII
RESTRICTIONS ON MEMBERSHIP**

No operating agreement is required. Initially, there shall be no operating agreement. Until there is an operating agreement, and if all the members of this limited liability company do not approve the proposed transfer or assignment by unanimous written consent, the transferee of the interest of such member shall have no right to

participate in the management of the business and affairs of this limited liability company or to become a member.

**ARTICLE VIII
VOTING BY MEMBERS WITHOUT MEETING**

On any matter that is to be voted on by members, the members may take such action without a meeting, without prior notice, and without a vote, if a written consent setting forth the action so taken, is signed by the members having not less than the minimum number of votes that would be necessary to authorize such action at a meeting, but in no event by a vote representing less than the percentage of voting power of the members otherwise present (personally or represented by proxy) at a meeting, if a meeting were held. Within 10 days (or such time as might otherwise be required by law if shorter) after obtaining such authorization by written consent, written notice must be given to those members that did not consent in writing or were not entitled to vote.

**ARTICLE X
AMENDMENT OF ARTICLES OF ORGANIZATION**

Any amendment to these Articles of Organization shall be approved by a majority of all members of the limited liability company present (personally or represented by proxy) at a meeting representing a majority of the voting power.

**ARTICLE XI
INDEMNIFICATION**

This limited liability company is empowered to indemnify any officer, member, or manager to the fullest extent permitted by applicable law, as now and hereinafter amended.

Articles of Organization
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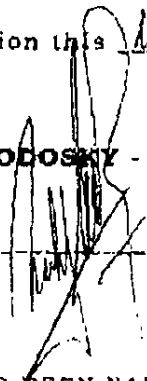
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**ARTICLE XII
EXECUTION**

The undersigned authorized representative hereby certifies that the foregoing constitutes the Articles of Organization of **3400 GEM LLC**.

IN WITNESS WHEREOF, for the purposes of forming this limited liability company under the laws of the State of Florida, the undersigned, as authorized representative of the member, hereby executes this Articles of Organization this 10th day of August, 2016.

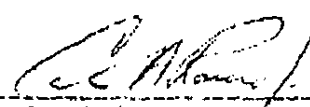
MARIO JOLODOSKY - as authorized representative



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HAVING BEEN NAMED AS REGISTERED AGENT AND HEREBY TO ACCEPT SERVICE OF PROCESS FOR THIS 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.

LAW OFFICE OF CARLOS A. ROMERO, JR., P.A., as Registered Agent

By: 

Carlos A. Romero, Jr., its President

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