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NAME:

Synapcyte, LLC

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Articles of Organization

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AUTHORIZATION: ABBIE/PAUL HODGE

Abbie Hodge

File 2nd

SYNAPCYTE LLC
446 West Plant Street
Winter Garden, Florida 34787

October 25, 2016

Florida Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: SYNAPCYTE LLC
Document No. L16000159548

Dear Sir or Madam:

The undersigned hereby authorizes the use of the name "SynapCyte, LLC" by SynapCyte, LLC, a to-be-formed Florida limited liability company. Any potential name conflicts are hereby waived.

If you have any questions, please let me know. Thank you for your assistance.

Very truly yours,

SYNAPCYTE LLC

By: 

Dennis Kurir, Manager

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ARTICLES OF ORGANIZATION

OF

SynapCyte, LLC

The undersigned, acting as the organizer of SynapCyte, LLC under the Florida Revised Limited Liability Company Act, Chapter 605, Fla. Stat., adopts the following Articles of Organization:

ARTICLE I - Name:

The name of the limited liability company is SynapCyte, LLC (the "Company").

ARTICLE II - Address:

The mailing address and street address of the principal office of the Company is 390 N. Orange Avenue, Suite 1400, Orlando, Florida 32801.

ARTICLE III - Duration:

The period of duration for the Company shall be perpetual, unless dissolved in accordance with the terms of the Operating Agreement of the Company.

ARTICLE IV - Management:

The Company is manager-managed for purposes of Section 605.0407, Florida Statutes, and all other relevant provisions of Chapter 605, Florida Statutes. There shall initially be one (1) manager of the Company. The operating agreement of the Company shall provide for the manner in which managers shall be appointed and removed, as well as for the circumstances under which additional managers may be designated, appointed, and removed. The name and address of the person serving as the initial manager of the Company until his successor is elected and qualified is:

Name

Address

Robin Zimmer

P.O. Box 770168
Winter Garden, Florida 34777

ARTICLE V - Adoption of Operating Agreement:

The Company shall adopt an Operating Agreement for the Company, which Operating Agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with these Articles of Organization, or Chapter 605, Fla. Stat.

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ARTICLE VI - Initial Registered Agent and Office:

The initial registered agent for the Company shall be B&C Corporate Services of Central Florida, Inc., a Florida corporation, and the street address of the Company's initial registered office is 390 N. Orange Avenue, Suite 1400, Orlando, Florida 32801.

ARTICLE VII - Amendments:

The Company reserves the right to amend any provision of these Articles of Organization, which amendment shall only be effectuated by the unanimous written approval of all Members of the Company.

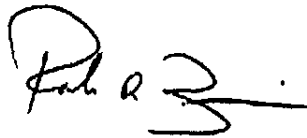
ARTICLE VIII - Indemnification:

Each individual or entity who is or was a Manager or Member of the Company (and the heirs, executor, personal representatives, administrators, successors or assigns of such individual or entity) who was or is made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a Manager or Member of the Company ("Indemnatee"), shall be indemnified and held harmless by the Company to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. In addition to the indemnification conferred in this Article, the Indemnatee shall also be entitled to have paid directly by the Company the expenses reasonably incurred in defending any such proceeding against such Indemnatee in advance of its final disposition, to the fullest extent authorized by applicable law, as the same exists or may hereafter be amended. The rights and authority conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Organization or Operating Agreement of the Company, agreement, vote of Members or otherwise. Any repeal or amendment of this Article by the Members of the Company shall not adversely affect any right or protection of a member or officer existing at the time of such repeal or amendment.

ARTICLE IX – Continuation of Business:

Unless dissolved in accordance with the Company's Operating Agreement, the remaining Members shall continue the business of the Company, which shall not be dissolved, upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member.

IN WITNESS WHEREOF, the undersigned Authorized Representative has executed these Articles of Organization as of this 25th day of October, 2016.



Robin Zimmer, Authorized Representative

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TALLAHASSEE, FLORIDA

**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 **SynapCyte, LLC**.
2. The name and address of the registered agent and office is:

**B&C Corporate Services of Central Florida, Inc., a Florida corporation
390 N. Orange Avenue, Suite 1400
Orlando, Florida 32801**

Having been designated as the Registered Agent for SynapCyte, LLC, the undersigned hereby accepts the designation and agrees to act as the Registered Agent of said limited liability company, and states that it is familiar with and accepts its statutory obligations as such, including those obligations contained in Chapter 605, Florida Statutes.

B&C Corporate Services of Central Florida, Inc., a
Florida corporation

By: *Gloria E. Nadal*
Gloria E. Nadal, Vice President

Dated this 25th day of October, 2016.

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