

2/14/2018

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**LLC AMND/RESTATE/CORRECTION/M/MG RESIGN
 P2P BROKERAGE, LLC**

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Page Count	04
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**AMENDED AND RESTATED ARTICLES OF ORGANIZATION
OF FOCUS BROKERAGE, LLC,
FORMERLY KNOWN AS P2P BROKERAGE, LLC**

In accordance with the provisions of the Florida Revised Limited Liability Company Act, Florida Statutes, Chapter 605 (the "Act") and specifically Florida Statute §605.0202, P2P Brokerage, LLC (the "Company") whose Articles of Organization were first filed in Florida effective as of December 5, 2016, hereby submits these Amended and Restated Articles of Organization to replace entirely any previously filed Articles of Organization.

ARTICLE I: NAME

The name of the limited liability company is hereby changed from P2P Brokerage, LLC to Focus Brokerage, LLC.

ARTICLE II: ADDRESS

The mailing address and street address of the principal office of the Company in the State of Florida is:

822 N. A1A Highway, Suite 310
Ponte Vedra Beach, Florida 32082

ARTICLE III: REGISTERED AGENT & OFFICE

The name and address of the Company's registered agent is:

NAME	ADDRESS
ADVOS legal pllc	5000 Sawgrass Village Circle, Suite 7 Ponte Vedra Beach, Florida 32082

The Company may designate another registered agent at any time.

ARTICLE IV: DURATION AND EXISTENCE; EFFECTIVE DATE

The Company will exist perpetually, commencing on the date of the filing of these Articles of Organization with the Florida Department of State.

ARTICLE V: MANAGEMENT

(Managed by Manager)

The Company shall be managed by a Board of Managers (which shall have duties, powers and authority similar to that of a Board of Directors) and shall operate through officers elected by the Board of Managers, all as provided in the Limited Liability Company Operating Agreement of the Members (the "Operating Agreement"). Accordingly, managers who may, but need not be, Members, manage the Company. The persons making up the Board of Managers are designated in the Operating Agreement, as amended from time to time. The current person making up the Board of Managers is:

NAME	ADDRESS
Daniel Pierson	822 N. A1A Highway, Suite 310 Ponte Vedra Beach, Florida 32082

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ARTICLE VI: OFFICERS

The name, address and title of each officer of the Company is:

NAME	ADDRESS	TITLE(S)
Daniel Pierson	822 N. A1A Highway, Suite 310 Ponte Vedra Beach, Florida 32082	President and CEO

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ARTICLE VII: OWNERSHIP

Ownership interests in the Company by its Members may, but need not, be evidenced by certificates signed by the president or any vice-president of the Company and by the secretary or any assistant-secretary of the Company. Transfers of certificates are restricted by the terms of the Limited Liability Company Operating Agreement among the Members of the Company. The Members of the Company shall have the right to admit additional members pursuant to the terms and conditions contained in the Operating Agreement of the Company; any new member agrees to be bound by and to such Operating Agreement.

ARTICLE VIII: OPERATING AGREEMENT

An Operating Agreement, the power to adopt, alter, amend or repeal which shall be vested in the Members of the Company, shall govern the management, operation and ownership of the Company.

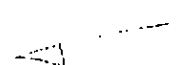
ARTICLE IX: LIMITED LIABILITY

No member, manager, officer, agent or employee of the Company shall be personally liable for the debts or liabilities of the Company or for the acts or omissions of any other member, manager, officer, agent or employee of the Company.

ARTICLE X: 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 or officer of the Company or its subsidiaries, to the fullest extent not prohibited by law, for actions taken by such person in the capacity of manager or officer of the Company or its subsidiaries. To the fullest extent not prohibited by law, the Company shall advance indemnification expenses for actions taken by such person in the capacity of manager or officer.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 24th day of January, 2018, and in accordance with Sections 605.0201 and 605.0202, Florida Statutes, acknowledges that this document constitutes an affirmation under penalties of perjury that the facts stated herein are true and correct and further affirms that the Company has or will have at least one member at the time these Amended and Restated Articles of Organization become effective.



Daniel Pierson, President & CEO

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ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in the foregoing Amended and Restated Articles of Organization, I hereby accept the appointment as registered agent and agree to act in that 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, Florida Statutes.



ADVOS legal pllc

Whitney Harper, Managing Director

Date: 01-24-2018

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