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FAX NO.

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Florida Department of State  
Division of Corporations  
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FLORIDA LIMITED LIABILITY CO.  
Jacques Cohen Management LLC

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TALLAHASSEE, FL

**ARTICLES OF ORGANIZATION**  
**OF**  
**JACQUES COHEN MANAGEMENT LLC**  
**A Florida Limited Liability Company**

---

The undersigned, in forming a Florida limited liability company under the Florida Revised Limited Liability Company Act, Chapter 605 of the Florida Statutes, hereby adopts the following Articles of Organization:

1. Name. The name of the limited liability company shall be "JACQUES COHEN MANAGEMENT LLC", a Florida limited liability company (the "Company").

2. Address. The mailing address and street address of the principal office of the Company shall be as follows:

1525 South Congress Avenue  
Palm Springs, FL 33406

The Manager of the Company shall have the power and authority to change the Company's mailing and street addresses, and to establish offices at such locations, from time to time and at any time as the Manager may determine in accordance with the Company's operating agreement as may be in effect from time to time (the "Operating Agreement") and applicable law.

3. Registered Address and Agent. The address of the Company's registered office, and the name of the Company's Registered Agent at such office, in the State of Florida are as follows:

1525 South Congress Avenue  
Palm Springs, FL 33406  
Registered Agent: Marc Feller

The Manager of the Company shall have the power and authority to change the Company's registered office, and to appoint a new Registered Agent, in the State of Florida from time to time and at any time in accordance with the Company's Operating Agreement and applicable law.

4. Management. The Company shall be a manager-managed limited liability company; provided, however, that through an amendment to these Articles of Organization (the "Articles"), or through the Company's Operating Agreement, the Members of the Company may elect to convert the Company to a member-managed limited liability company.

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As of the date of execution hereof, the manager of the Company (the "Manager") is as follows:

Jacques Cohen

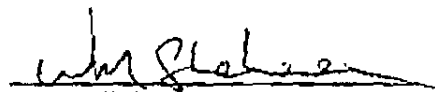
5. Membership Interests. As of the date of execution hereof, the authorized equity capital of the Company shall consist of a single class of limited liability company membership interests. Through an amendment to these Articles, or pursuant to the Company's Operating Agreement, the Members of the Company may provide for the future creation of new or additional classes of limited liability company membership interests having such relative rights, powers, entitlements, preferences, privileges, and duties as the Members may determine, including, without limitation, rights, powers, entitlements, preferences, and privileges senior to the initial class or then-existing classes of membership interests.

6. Duration. The Company shall not have a specific effective date of dissolution, and its existence shall be perpetual in accordance with the terms and conditions of the Company's Operating Agreement.

7. Effectiveness. These Articles shall be effective as of the date registered by the Florida Department of State, Division of Corporations.

IN WITNESS WHEREOF, the undersigned has duly executed these Articles of Organization of JACQUES COHEN MANAGEMENT LLC on this 8 day of December, 2016.

By:



Print: William M. Shaheen,  
Authorized Signatory

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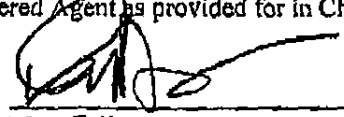
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**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

Having been named as Registered Agent and to accept service of process for JACQUES COHEN MANAGEMENT LLC, a Florida limited liability company, at the place designated in Section 3 of the foregoing Articles of Organization, the undersigned hereby accepts the appointment as Registered Agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of the position as Registered Agent as provided for in Chapter 605, Florida Statutes.

By:

  
Marc Feller

Dated: 12/8/16

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REC'D  
12/11/16  
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