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TALLAHASSEE, FLORIDA



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JOHN F. FREEBORN
FLORIDA BAR CERTIFIED WILLS, TRUSTS & ESTATES

ALISON K. FREEBORN

JOHN B. FREEBORN (1925-2008)

January 18, 2017

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Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Penny Lane Collection, LLC

Dear Ladies and/or Gentlemen:

Enclosed for filing please find the following:

1. Article of Organization of Penny Lane Collection, LLC.
2. Certificate of Designation of Registered Agent.

Additionally, enclosed is our check no. 25319 in the amount of \$125.00 representing your filing fees.

Please return the file stamped copy of the Articles of Organization in the enclosed, self-addressed stamped envelope.

If you have any questions, do not hesitate to contact me.

Very truly yours,

JOHN F. FREEBORN

JFFF/cmj
Enclosures

FILED
17 JAN 25 PM 5:07
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
PENNY LANE COLLECTION, LLC**

ARTICLE I

Name

The name of the limited liability company ("Company") is PENNY LANE COLLECTION, LLC.

ARTICLE II

Address

The mailing and street address of the Company's principal office is: 521 Mandalay Avenue, Apt. 902, Clearwater, Florida 33767.

ARTICLE III

Purpose

This limited liability company is organized to engage in the following purposes: to display, purchase and sell Beatles and other memorabilia and any and all lawful business for which companies may be organized under the laws of the State of Florida.

ARTICLE IV

Duration

The period of duration for the Company is perpetual, beginning on the date that these Articles of Organization are filed by the Florida Department of State.

ARTICLE V

Registered Agent and Office

The name of the Company's initial registered agent in Florida is John F. Freeborn. The address of the Company's registered office in Florida is 360 Monroe Street, Dunedin, FL 34698.

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17 JAN 2017
PM 5:02
DUNEDIN, FLORIDA

ARTICLE VI

Initial Members

The name and address of the initial member of the Company is ROBERT J. ENTEL of 521 Mandalay Avenue, Apt. 902, Clearwater, Florida 33767.

Any member shall have authority to bind the company.

ARTICLE VII

Admission of Additional or New Members

Members of the Company have the right to admit new members. Additional or new members may be admitted only on the unanimous written consent of the existing member or members, and the existing member or members shall determine the amount and nature of contributions to be made by the additional or new members at the time those new members are admitted.

ARTICLE VIII

Management

The Company is to be managed by the member. The initial member is identified as ROBERT J. ENTEL, whose address is 521 Mandalay Avenue, Apt. 902, Clearwater, Florida 33767.

ARTICLE IX

Continuance of Business

The remaining member or members of the Company have the right to continue the business on 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 the Company. The business may be continued only on the unanimous written consent of the remaining member or members.

ARTICLE X

Additional Provisions

The power to adopt, alter, amend or repeal the regulations of the Company is vested entirely in the member listed in Article VIII.

IN WITNESSS WHEREOF, I have executed the Articles of Organization on this 18th
day of January, 2017, at Dunedin, Florida.

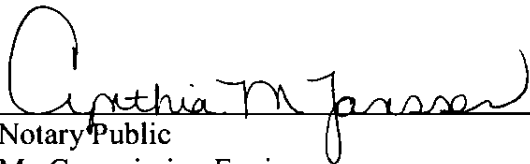


ROBERT J. ENTEL

STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State
of Florida and County of Pinellas to take acknowledgments, personally appeared ROBERT J.
ENTEL, personally known to me, (or who identified herself by _____) to
be the persons described in and who executed the foregoing Articles of Organization, and who
took an oath.

WITNESS MY HAND and official seal in the County and State aforesaid, this 18th day
of January, 2017.



Notary Public
My Commission Expires:



CYNTHIA M. JANSSEN
MY COMMISSION # FF 967149
EXPIRES: March 4, 2020
Revised thru Budget Notary Services

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17 JAN 25 PM 5:03
TALLAHASSEE, FLORIDA

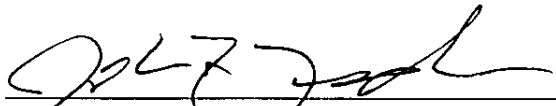
**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT
AND REGISTERED OFFICE
PENNY LANE COLLECTION, LLC**

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 PENNY LANE COLLECTION, LLC.
2. The name and address of the registered agent and office is John F. Freeborn, 360 Monroe Street, Dunedin, FL 34698.

Having been named as registered agent and to accept service of process for the above named 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.

Dated: 1/18/17


JOHN F. FREEBORN

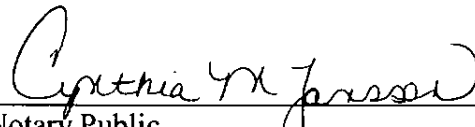
STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State of Florida and County of Pinellas to take acknowledgments, personally appeared JOHN F. FREEBORN, personally known to me, (or who identified himself by _____) to be the person described in and who executed the foregoing Certificate of Registered Agent and Address, and who took an oath.

WITNESS MY HAND and official seal in the County and State aforesaid, this 18th day of January, 2017.



CYNTHIA M. JANSSEN
MY COMMISSION # FF 967149
EXPIRES: March 4, 2020
Be Here Thru Budget Notary Services


Notary Public
My Commission Expires:

FILED
17 JAN 25 PM 1:03
TALLAHASSEE, FL