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**LLC AMND/RESTATE/CORRECT OR M/MG RESIGN**  
**MSGOLD HOLDINGS ORLANDO LLC**

Certificate of Status	0
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Page Count	03
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JAN 30 2018  
**J. HARRIS**

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AMENDED AND RESTATED  
ARTICLES OF ORGANIZATION  
OF  
MSGOLD HOLDINGS ORLANDO LLC

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2018 JAN 29 PM 16:15

The undersigned hereby submits these Amended and Restated Articles of Organization (these "Articles of Organization") for MSGOLD HOLDINGS ORLANDO LLC, a Florida limited liability company, under the Florida Revised Limited Liability Company Act, Chapter 605, *Fla. Stat.*

These Articles of Organization amend and restate in the entirety any prior articles of organization previously filed on behalf of MSGOLD HOLDINGS ORLANDO LLC organized with the Florida Secretary of State on February 13, 2017.

**ARTICLE I - Name:**

The name of the limited liability company is MSGOLD HOLDINGS ORLANDO LLC, a Florida limited liability company (the "Company").

**ARTICLE II - Address:**

The mailing address of the Company is 1500 South Ocean Boulevard, Apartment # 501, Boca Raton, Florida 33432, and the street address of the principal office of the Company is 1500 South Ocean Boulevard, Apartment # 501, Boca Raton, Florida 33432.

**ARTICLE III - Duration:**

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

**ARTICLE IV - Management:**

The Company shall be manager-managed by a single manager elected from time to time in accordance with the Operating Agreement (the "Manager"), and the name and address of the individual who is to serve as the Manager is:

Title:	Name:	Address:
MGR	MARC S. GOLDMAN	1500 South Ocean Boulevard Apartment # 501 Boca Raton, Florida 33432

Except for those persons, if any, elected in accordance with the Operating Agreement, the Company shall not have any officers other than the Manager.

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**ARTICLE V – Admission of Additional Members:**

Additional persons shall not be admitted to the Company as members except in compliance with the procedures set forth in the Operating Agreement.

**ARTICLE VI – Adoption of Operating Agreement:**

The Company shall be governed by a written Operating Agreement, as amended, adopted by its member(s), 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.*

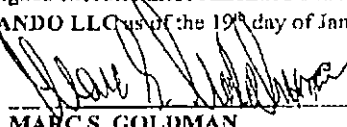
**ARTICLE VII – Registered Agent and Office:**

The initial registered agent for the Company shall be **MARC S. GOLDMAN**, and the street address of the Company's registered agent is 1500 South Ocean Boulevard, Apartment # 501, Boca Raton, Florida 33432.

**ARTICLE VIII – Amendments:**

The Company reserves the right to amend any provision of these Amended and Restated Articles of Organization, which amendment shall be approved in the manner set forth in the Operating Agreement.

IN WITNESS WHEREOF, the undersigned executes these Amended and Restated Articles of Organization of MSGOLD HOLDINGS ORLANDO LLC as of the 19<sup>th</sup> day of January, 2018.

  
\_\_\_\_\_  
**MARC S. GOLDMAN**  
Authorized Representative of Member

(In accordance with section 605.0203(1)(b), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in section 817.155, Florida Statutes.)

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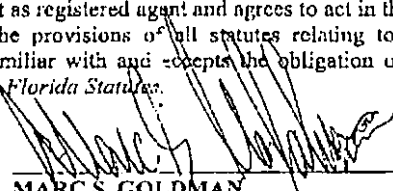
ACCEPTANCE OF APPOINTMENT OF  
REGISTERED AGENT

PURSUANT TO THE PROVISIONS OF SECTION 605.0113, FLORIDA STATUTES,  
THE UNDERSIGNED REGISTERED AGENT 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 MSGOLD HOLDINGS ORLANDO LLC.
2. The name and address of the registered agent and its office is:

MARC S. GOLDMAN  
1500 South Ocean Boulevard  
Apartment # 501g  
Boca Raton, Florida 33432

Having been named as registered agent and to accept service of process for the above stated limited liability company at the registered office designated in the Company's 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 his duties, and is familiar with and accepts the obligation of his position as registered agent as provided for in Chapter 605, Florida Statutes.

  
MARC S. GOLDMAN

Dated this 19<sup>th</sup> day of January, 2018

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