

**L18000146227**

Florida Department of State

Division of Corporations

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To:

Division of Corporations

Fax Number : (350)617-6381

From:

Account Name : LOWDES, DROSDICK, DOSTER, KANTOR &amp; REED, P.,

Account Number : 072720000036

Phone : (407)843-4600

Fax Number : (407)843-4444

Attn: Tami Passley

**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

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dscharf@esplanadecap.com

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DIVISION OF CORPORATIONS  
COMMERCIAL  
REGISTRATION SERVICES**FLORIDA LIMITED LIABILITY CO.****Palm Bay Holdings, LLC**

|                       |          |
|-----------------------|----------|
| Certificate of Status | 0        |
| Certified Copy        | 1        |
| Page Count            | 01       |
| Estimated Charge      | \$155.00 |

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ARTICLES OF ORGANIZATION  
OF  
PALM BAY HOLDINGS, LLC

ARTICLE I - NAME

The name of this limited liability company is PALM BAY HOLDINGS, LLC (the "Company").

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The street address and mailing address of the principal office of the Company is c/o Esplanade Capital LLC, 424 Madison Avenue, 10th Floor, New York, New York 10017.

ARTICLE III - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Company is 215 N. Eola Drive, Orlando, Florida 32801, and the name of the initial registered agent of the Company at that address is John D. Ruffier.

ARTICLE IV - MANAGEMENT

The Company is a manager-managed limited liability company and the initial manager of the Company is David Scharf, c/o Esplanade Capital LLC, 424 Madison Avenue, 10th Floor, New York, New York 10017.

  
John D. Ruffier, Authorized Representative

ACCEPTANCE OF 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 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 as provided for in Chapter 605, Florida Statutes.

  
John D. Ruffier

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