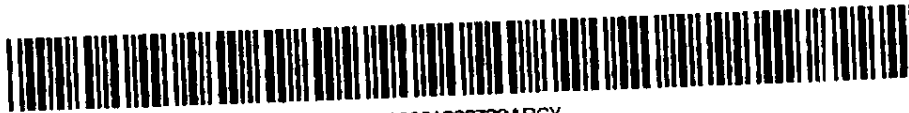


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FLORIDA LIMITED LIABILITY CO.  
UP THE RIVER HOLDINGS, LLC

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**ARTICLES OF ORGANIZATION**  
**FOR**  
**FLORIDA LIMITED LIABILITY COMPANY**

**ARTICLE I - Name:**

The name of the Limited Liability Company is: *(Must end with the words "Limited Liability Company, "L.L.C.," or "LLC.")*

Up the River Holdings, LLC

**ARTICLE II - Address:**

The mailing address and street address of the principal office of the Limited Liability Company is:

201 South Biscayne Blvd.

Suite 2813

Miami, FL 33131

**ARTICLE III - Registered Agent, Registered Office:**

The name and the Florida street address of the registered agent are: *(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)*

Fiorella Lasa, P.A.

2525 Ponce de Leon Blvd. Suite 300

Coral Gables, FL 33134

**ARTICLE IV-**

The name and title of each person authorized to manage and control the Limited Liability Company:

Shawn Andrew McMahon, Authorized Member and Manager

Jason Hackworth, Authorized Member and Manager

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**Required Signatures:**



**Signature of a member or an authorized representative of a member.**

In accordance with section 605.0203 (i) (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 s.817.155, F.S.

Shawn Andrew McMahon  
**Typed or printed name of signee**

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, F.S.

  
**Registered Agent's Signature (REQUIRED)**

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