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To:

Division of Corporations

Fax Number : (850)617-6381

From:

Account Name : SHUTTS & BOWEN LLP (ORLANDO)

Account Number : 120030000004 Phone : (407)835-6769 Fax Number : (407)843-4076

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

corpmail@shutts.com Email Address:___

FLORIDA LIMITED LIABILITY CO.

CP Group Holdings LLC

Certificate of Status	0
Certified Copy	0
Page Count	02
Estimated Charge	\$125.00

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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE 1 - Name

The name of the Limited Liability Company is:

CP GROUP HOLDINGS LLC

ARTICLE II - Street Address

The street address of the principal office of the Limited Liability Company is as follows:

5355 Town Center Road, Suite 350 Boca Raton, FL 33486

ARTICLE III - Mailing Address

The mailing address of the principal office of the Limited Liability Company is as follows:

5355 Town Center Road, Suite 350 Boca Raton, FL 33486

ARTICLE IV - Management

The Company shall be managed by one or more managers, and is thus a manager-managed limited liability company. The initial manager shall be CP Management Company LLC.

ARTICLE V - Registered Agent and Office and Registered Agent's Signature

The name and the Florida street address of the registered agent are:

CORPORATION COMPANY OF MIAMI 200 South Biscayne Boulevard, Suite 4100 (AJM) Miami, FL 33131

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

CORPORATION COMPANY OF MIAMI

Signature of a member or an authorized representative of a member

Jeremy M. Beer, Authorized Representative

(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 s 817-155, Florida Statutes).

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