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To:

Division of Corporations  
Fax Number : (850)617-6381

From:

Account Name : LOWNDES, DROSDICK, DOSTER, KANTOR & REED, P.A.  
Account Number : 072720000036  
Phone : (407)843-4600  
Fax Number : (786)901-8020

*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.\*\***

Email Address: f.s.calamandre@xeneh.com

## FLORIDA LIMITED LIABILITY CO.

### RESM & Capital LLC

Certificate of Status	0
Certified Copy	1
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**ARTICLES OF ORGANIZATION  
OF  
RESM & CAPITAL LLC**

ARTICLE I - NAME

The name of this limited liability company is RESM & Capital LLC (the "Company").

ARTICLE II - PRINCIPAL OFFICE


The mailing address and street address of the principal office of the Company is 301 South New York Avenue, Suite 200, Winter Park, Florida 32789.

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 Matthew R. O'Kane.

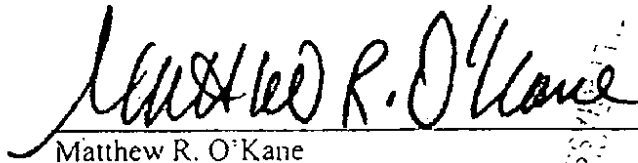
ARTICLE IV - AUTHORIZED REPRESENTATIVE

The Company is a manager-managed limited liability company and the initial manager of the Company is Ferdinando Scalamandre.

  
Matthew R. O'Kane, 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.

  
Matthew R. O'Kane

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