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To:

Division of Corporations

Fax Number

: (850)617-6381

From:

Account Name : GRAYROBINSON, P.A. - ORLANDO

Account Number : I20010000078 Phone : (407)843-8880 Fax Number : (407)244-5690

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

FLORIDA LIMITED LIABILITY CO. **R&S Ventures QOF, LLC**

Certificate of Status	0
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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I Name

The name of this Limited Liability Company is: R&S Ventures QOF, LLC

ARTICLE II Address

The initial mailing address and street address of the principal office of this Limited Liability

Company is:

50 Bahama Circle Tampa, FL 33606

ARTICLE III Purpose

This Limited Liability Company is organized to be a qualified opportunity fund within the meaning of Section 1400Z-2 of the Internal Revenue Code of 1986, as amended (the "Code") and the Treasury Regulations thereunder, and therefore, this Limited Liability Company is organized for the purpose of investing in "qualified opportunity zone property" within the meaning of Section 1400Z-2 of the Code and the Treasury Regulations thereunder, and for any other lawful business under Chapter 605, Florida Statutes.

ARTICLE IV Management

This Limited Liability Company is to be managed by one or more managers and is, therefore, a "manager-managed" limited liability company.

Managers:

Ranchhod N. Khant and Saroj Khant

50 Bahama Circle Tampa, FL 33606

ARTICLE IV Registered Agent, Registered Office & Registered Agent's Signature

The name and the Florida street address of the Registered Agent of this Limited Liability

Company is:

GrayRobinson, P.A. 301 E. Pine Street, Suite 1400

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Orlando, FL 32801 Attn: Tucker Thoni, Esq.

Having been named as registered agent to accept service of process for this limited liability company at the place so designated in these Articles of Organization, the undersigned hereby accepts this appointment and agrees to act in this capacity. The undersigned agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties and is familiar with and accepts the obligations of the undersigned's position as registered agent, as provided for in Chapter 605, Florida Statutes.

REGISTERED AGENT'S SIGNATURE

Tycker Thoni, Esq.

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 in Section 817.155, Florida Statutes.

AUTHORIZED REPRESENTATIVE'S SIGNATURE

Ranchhod N. Khant, Authorized Representative