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Florida Department of State
Division of Corporations
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Division of Corporations
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Email Address: Sandy.Greer@Gray-Robinson.com

**FLORIDA LIMITED LIABILITY CO.
Carbon Real Estate Investments LLC**

Certificate of Status	0
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H22000282011 3

ARTICLES OF ORGANIZATION
FOR
FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I
Name

The name of this Limited Liability Company is: **Carbon Real Estate Investments LLC**

ARTICLE II
Address

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

4300 Biscayne Blvd, Suite 203
Miami, Florida 33137

ARTICLE III
Purpose

This Limited Liability Company is organized for the purposes of any 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.

Manager: Cody Littlewood, 382 NE 19th St PMB 23501, Miami, Florida 33179
Michael Pouliot, 4866 4th Street, Boulder, CO 80304

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
Orlando, FL 32801
Attn: Tucker Thoni, Esq.

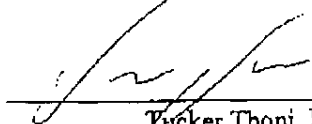
Having been named as registered agent to accept service of process for this limited liability company at the place so designated in these Articles of Organization, the undersigned hereby accepts this appointment and agrees to act in this capacity. The undersigned agrees to comply with the provisions of all statutes relating to the proper and

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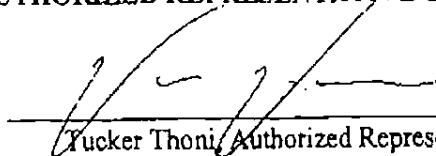
H22000282011 3

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

Tucker 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

Tucker Thoni, Authorized Representative**FILED**

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H22000282011 3