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NAME: LONDON MANHATTAN PARTNERS (FLORIDA) LC
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**ARTICLES OF ORGANIZATION
OF
LONDON MANHATTAN PARTNERS (FLORIDA), L.C.**

These Articles of Organization are made for the purpose of organizing a Florida Limited Liability Company under the Florida Limited Liability Act, Chapter 608, Florida Statutes.

**SECTION 1.
NAME**

The name of this limited liability company is London Manhattan Partners (Florida), L.C. (the "Company").

**SECTION 2.
DURATION**

The Company shall exist from the date of filing these Articles of Organization with the Department of State until the earlier of 30 years from the date of filing or the occurrence of any of the events specified in Florida Statute Section 608.441, unless continued by the unanimous consent of all of the remaining members.

**SECTION 3.
MAILING ADDRESS AND STREET ADDRESS**

The Company's mailing and street address is 11670 N.E. 21st Drive, North Miami, Florida 33187.

**SECTION 4.
REGISTERED AGENT AND OFFICE**

The name and street address of the initial registered agent of the Company is South Florida Registered Agents, Inc., 200 E. Las Olas Boulevard, Suite 1900, Ft. Lauderdale, Florida 33301.

**SECTION 5.
ADDITIONAL MEMBERS**

Additional members to the Company may be admitted, but only if all the current members agree to the admission of the additional members and to the terms of admission.

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JAMES M. SCHNEIDER, ESQ., FL BAR # 214338
ATLAS, PEARLMAN, TROP & BORKSON, P.A.
200 EAST LAS OLAS BOULEVARD, SUITE 1900
FORT LAUDERDALE, FLORIDA 33301
PHONE NO: (954) 763-1200

**SECTION 6.
TERMINATION OF MEMBERSHIP**

If a member of the Company dies, retires, resigns, is expelled, is dissolved, experiences bankruptcy, or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the remaining members, if more than one remain, may, by unanimous written agreement, continue the business of the Company.

**SECTION 7.
MANAGEMENT OF THE COMPANY**

The Company shall initially be managed by the following persons who shall serve as managers until the first annual meeting of the members or until their successors are elected and qualify:

Name and Address

Brendan Metcalfe
11670 N.E. 21st Drive
North Miami, Florida 33187

Chris Taylor
11670 N.E. 21st Drive
North Miami, Florida 33187

Thereafter, the Company shall be managed by managers who shall be elected annually as provided in the regulations of the Company.

**SECTION 8.
REGULATIONS**

The members shall have the power to adopt, alter, amend, or repeal regulations of the Company containing provisions for the regulations and management of the affairs of the Company.

**SECTION 9.
DATE OF EXISTENCE OF THE COMPANY**

The existence of the Company shall commence on the date of filing these Articles of Organization by the Florida Department of State.

The undersigned executed these Articles of Organization effective as of this 29th day of March, 1996.


Brendan Metcalfe, Member

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**AFFIDAVIT OF MEMBERSHIP
AND
CONTRIBUTIONS
OF
LONDON MANHATTAN PARTNERS (FLORIDA), L.C.**

The undersigned member of London Manhattan Partners (Florida), L.C. deposes and says:

1. The above named limited liability company has at least two members.
2. The total amount of cash contributed by the members is \$ 100.00.
3. The total amount of cash or property anticipated to be contributed by the members is \$ 100.00. This total includes amounts from 2 above.


Brandon Metcalfe, Member

In accordance with Section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE
OF
LONDON MANHATTAN PARTNERS (FLORIDA), L.C.**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: LONDON MANHATTAN PARTNERS (FLORIDA), L.C.
2. The name and address of the registered agent and office is:

South Florida Registered Agents, Inc.
200 E. Las Olas Boulevard, Suite 1900
Ft. Lauderdale, FL 33301

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.

By: Beverly F. Bryan
Beverly Bryan, President

March 29, 1996
(Date)

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