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April 20, 1999

Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

200002847642--D

-04/22/99-01077-002

***285.00 ***285.00

Re: Quovus, LLC

Dear Sirs:

Enclosed please find the original and one copy of Articles of Organization For Florida Limited Liability Company and Certificate of Designation of Registered Agent/Registered Office for QUOVUS, L.L.C. Also enclosed is a firm check in the amount of \$285.00 in payment of the filing fee.

Thank you for your assistance in this matter.

Very truly yours,

GRAY, LAYTON, KERSH, SOLOMON,
SIGMON, FURR & SMITH, P.A.

By Sandra K. Lindley
Sandra K. Lindley - Assistant
to David M. Furr

:skl

Enclosures

SECRETARY OF STATE
FLORIDA
APR 23 1999
PM 5:00

Name	CP 4-21
Availability	OK
Document	OK
Examiner	OK
Updater	OK
Verifier	OK
Acknowledgment	OK
W. P. Verifier	OK

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is: **QUOVUS, L.L.C.**

ARTICLE II - Address:

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

**250 Giralda
Coral Gables, FL 33134**

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be:

December 31, 2050

ARTICLE IV - Management:

(Check the appropriate box and complete the statement)

☐ The Limited Liability Company is to be managed by a manager or managers and the name(s) and address(es) of such manager(s) who is/are to serve as manager(s) is/are:

☒ The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing member(s) is/are:

**David Hedley-Noble
250 Giralda
Coral Gables, FL 33134**

**Jose Luis Artiga
1001 S. Bayshore Drive
Miami, FL 33131**

**Pierian Partners II, LLP
c/o David M. Furr
P.O. Box 2636
Gastonia, NC 28053-2636**

ARTICLE V - Admission of Additional Members:

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be:

By two-thirds vote of the Members.

FILED
99 APR 22 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI - Members Rights to Continue Business:

The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be:

By majority vote of the Members.

ARTICLE VII - Affidavit of Membership and Contributions

The undersigned member or authorized representative of a member of David M. Furr
_____ certifies:

- 1) the above named limited liability company has at least one member;
- 2) the total amount of cash contributed by the member(s) is \$ 25,000.00 ;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ N/A ;
(A description of the property is attached and made a part hereto.); and
- 4) the total amount of cash and property contributed and anticipated to be contributed by member(s) is \$ 25,000.00 .



Signature of a member or an authorized representative of a 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.)

David M. Furr

Typed or printed name of signee

Filing Fee: \$250.00 for Articles and Affidavit

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99 APR 22 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA
STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE
FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND
REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: QUOVUS, L.L.C.

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

David Hedley-Noble

NAME

250 Giralda

Florida street address (P. O. Box NOT ACCEPTABLE)

Coral Gables, FL 33134

CITY, STATE AND ZIP

FILED
90 APR 22 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.



SIGNATURE

Filing Fee: \$ 35 for Designation of Registered Agent