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To:

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

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From:

Account Name : C T CORPORATION SYSTEM
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Phone : (850) 222-1092
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**File Second *
-after name change
filed for BLIII
Holdings, LLC*

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

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**FLORIDA PROFIT/NON PROFIT CORPORATION
BLIII HOLDINGS, INC.**

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|-----------------------|---------|
| Certificate of Status | 1 |
| Certified Copy | 1 |
| Page Count | 04 |
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ARTICLES OF INCORPORATION

OF

BLIII HOLDINGS, INC.

ARTICLE I - NAME

The name of this corporation is BLIII Holdings, Inc. (the "Corporation").

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation are:

11501 SW 40th Street
2nd floor
Miami, Florida 33165

ARTICLE III - PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have authority to issue is Ten Thousand (10,000) shares of common stock, each share having a par value of \$0.01.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is:

11501 SW 40th Street
2nd floor
Miami, Florida 33165

and the name and address of the initial registered agent of the Corporation are:

Mark Koondel
11501 SW 40th Street
2nd floor
Miami, Florida 33165

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ARTICLE VI - COMMENCEMENT

The Corporation shall commence on the date on which these Articles of Incorporation are filed with the Department of State of Florida.

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation as incorporator are:

Benjamin Leon, III
11501 SW 40th Street
2nd floor
Miami, Florida 33165

ARTICLE VIII - BY-LAWS

The Board of Directors shall have the power to alter, amend or repeal the By-laws of the Corporation.

ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify any officer, director or incorporator, or any former officer, director or incorporator, of the Corporation to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as of this 30th day of June, 2013.



Benjamin Leon, III, Incorporator

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**ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT**

The undersigned, who has been designated in the foregoing Articles of Incorporation as registered agent for the corporation, agrees that (i) he accepts such appointment as registered agent and will accept service of process for and on behalf of said corporation, and (ii) he is familiar with and will comply with any and all laws relating to the complete and proper performance of the duties and obligations of a registered agent of a Florida corporation.

Dated as of this 30th day of June, 2013.



Mark Koondel, Registered Agent

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