LIMITED LIABILITY COMPANY OPERATING AGREEMENT

OF

ABC LLC

THIS OPERATING AGREEMENT is made and entered into this 3rd day of January 2012, by and among James Brown, an individual ("Brown"), John Doe, an individual ("Doe"), and ABC LLC, the Company. Brown and Doe are collectively referred to herein as the Members.

ARTICLE 1

NAME AND PURPOSES

Section 1.1 <u>Formation</u>. The Members have caused the Company to be organized as a Florida limited liability company by having Brown execute and file Articles of Organization for a Florida Limited Liability Company ("Articles") with the Florida Secretary of State effective on January 1, 2012 (the "Filing Date").

Section 1.2 <u>Name and Office</u>. The name of the Company is ABC LLC. The original principal office of the Company shall be located at 123 Main Street, Miami, FL 33120. The name of the Company and the address of the principal office may be changed from time to time by the decision of the Manager.

Section 1.3 <u>Purpose</u>. The purpose for which the Company is organized is to engage in any lawful act or activity for which a limited liability company may be formed under the Act, including, but not limited to, the transactions specifically authorized in Section 5.4 of this Agreement, and shall have the powers, *inter alia*, enumerated in Section 608.404, and successor sections, of the Act.

Section 1.4 <u>Term</u>. The term of the Company shall commence upon the Filing Date and shall continue until the Company is terminated in accordance with this Agreement.

Section 1.5 <u>Registered Agent</u>. The name and address of the initial registered agent in the State of Florida is James Brown, 456 Main Street, Miami, FL 33120. Thereafter, the Managers shall have the right to appoint or change the registered agent and street address of the registered agent in accordance with the Act.

Section 1.6 <u>Filings.</u> The Managers shall execute and cause to be filed such original or amended articles, and shall take any and all other action, as may be reasonably necessary to perfect and maintain the status of the Company as a limited liability company or similar entity under the laws of any state or jurisdiction in which the Company engages in business.

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