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Shelby Cnty Judge of Probate, AL
06/21/2011 09:18:33 AM FILED/CERT

**CERTIFICATION OF FORMATION
OF
BULTRUST 1st AVE LLC,
an Alabama Limited Liability Company**

Pursuant to the Code of Alabama § 10A-1-1.01, et seq. (the “Act”), the undersigned hereby adopts the following Certification of Formation:

**ARTICLE I
NAME**

The name of the limited liability company (the “Company”) is “**BULTRUST 1st AVE LLC**”.

**ARTICLE II
DURATION**

The existence of the Company shall be perpetual.

**ARTICLE III
PURPOSES**

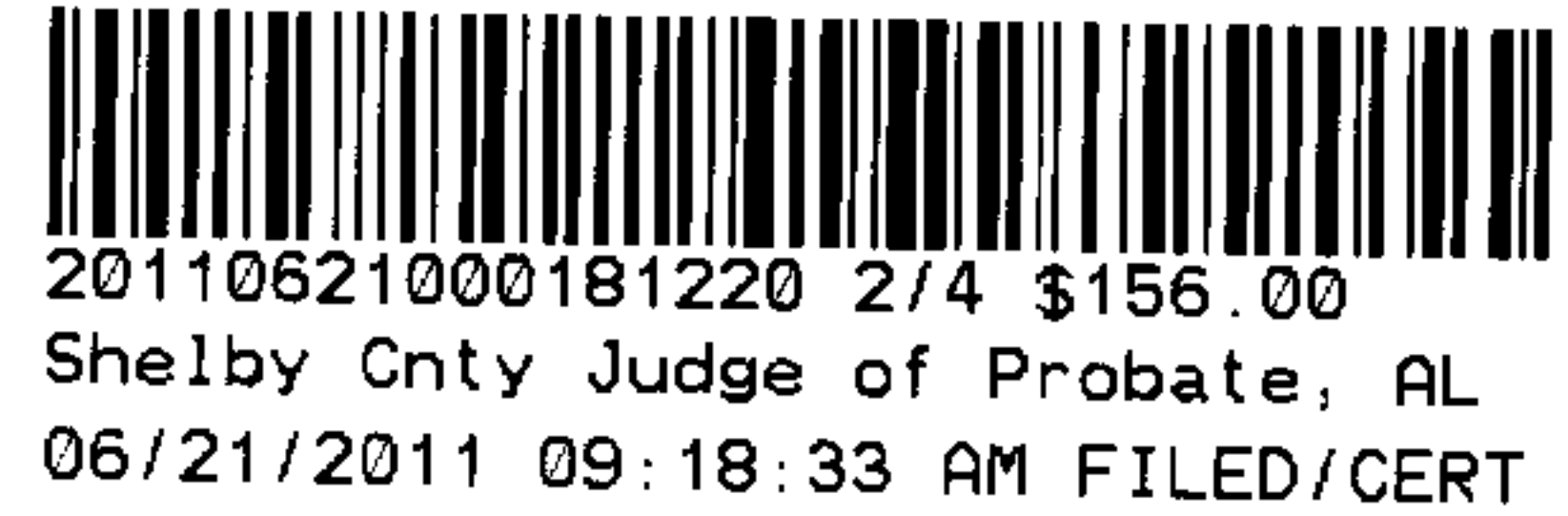
The Company’s purpose is to own and manage real properties and to do everything necessary, proper, advisable or convenient for the accomplishment of such purposes and to do all other things incidental to such purposes or in connection with such purposes that are not prohibited by law. In extension and not in limitation of the purposes specifically enumerated, the Company is authorized and empowered to engage in any lawful business in which limited liability companies may engage under the Act.

**ARTICLE IV
INITIAL REGISTERED OFFICE AND AGENT**

The location and mailing address of the initial registered office of the Company is **101 Cahaba Valley Parkway West, Pelham, Alabama 35124**. The name of the initial registered agent for the Company at the address is **Marjam of Alabama, Inc.**

**ARTICLE V
ADMISSION OF ADDITIONAL MEMBERS**

No person may be admitted as an additional member without the unanimous consent of the members.



ARTICLE VI ORGANIZER

The name and mailing address of the organizer of the Company are:

Anne E. Kutsikovich
6070 Poplar Avenue
Sixth Floor
Memphis, Tennessee 38119

ARTICLE VII MANAGEMENT

The Company shall be initially managed by one (1) Manager. Managers need not be Members. The number of Managers may be increased or decreased from time to time by the unanimous consent of the Member(s). A Manager may be removed and replaced as provided in the Operating Agreement. The name and business address of the initial Manager is:

Manager's Name and Address
Mitchell Kahn
125 Jericho Turnpike, Suite 300
Jericho, NY 11753

ARTICLE VIII AMENDMENTS

Any amendment to this Certificate of Formation shall require approval of all members.

ARTICLE IX CONTINUATION UPON WITHDRAWAL OF MEMBER

The existence of the Company shall continue upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or occurrence of any event which terminates the continued membership of a member in the Company (collectively, "Cessation of Membership") as long as there is at least one remaining member and that member carries on the business of the Company (any such remaining member being hereby authorized to carry on the business of the Company), or, within ninety (90) days after the Cessation of Membership of the last member, all of the holders of the financial rights in the Company agree in writing to continue the legal existence and business of the Company and to the appointment, effective as of the date of such event, of one or more additional members.

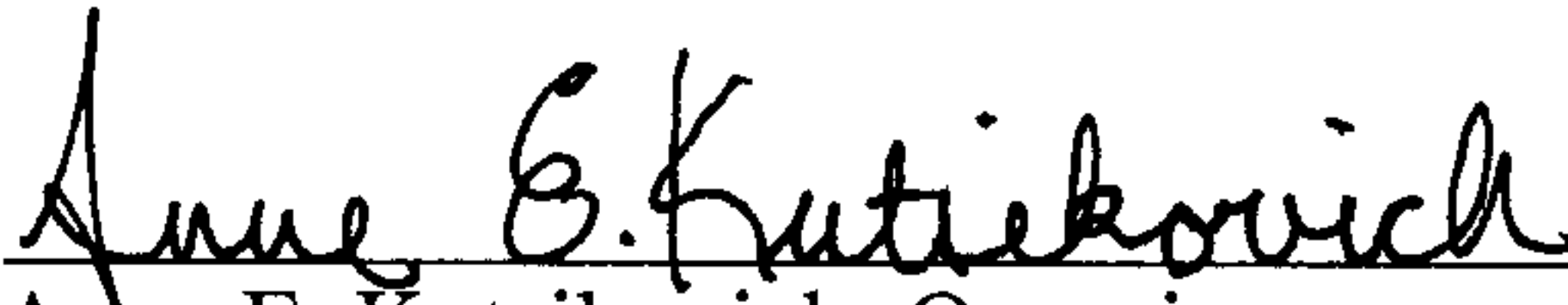
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ARTICLE X
LIABILITIES OF MEMBERS AND MANAGERS

Members and managers of the Company are not liable under a judgment, decree or order of a court, or in any other manner, for a debt, obligation or liability of the Company, whether arising in contract, tort, or otherwise, or for the acts or omissions of any other member, manager, agent or employee of the Company.

ARTICLE XI
EXECUTION AND DATE

IN WITNESS THEREOF, this Certification of Formation is executed by the undersigned organizer on June 14th, 2011.



Anne E. Kutsikovich, Organizer

This instrument was prepared by, and please send confirmation of this filing to:

Anne E. Kutsikovich
Apperson Crump, PLC
6070 Poplar Avenue, Sixth Floor
Memphis, Tennessee 38119
Phone: (901) 260-5159, Fax: (901) 757-1296

Beth Chapman
Secretary of State

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P.O. Box 5616
Montgomery, AL 36103-5616

STATE OF ALABAMA

I, Beth Chapman, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

Pursuant to the provisions of Title 10A, Chapter 1, Article 5, Code of Alabama 1975, and upon an examination of the entity records on file in this office, the following entity name is reserved as available:

Bultrust 1st Ave LLC

This domestic limited liability company name is proposed to be formed in Shelby County and is for the exclusive use of MITCHELL KAHN, 125 JERICHO TURNPIKE, SUITE 300, JERICHO, NY 11753 for a period of one hundred twenty days beginning June 1, 2011 and expiring September 30, 2011

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.



581-620

June 7, 2011
Date

Beth Chapman
Beth Chapman Secretary of State