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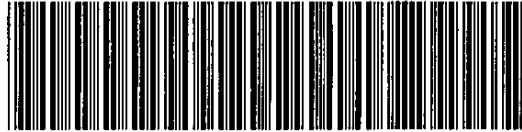
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Who's Kickin', LLC
(Name of Limited Liability Company)

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Susan Dierenfeldt-Troy
(Name of Person)

Law Office
(Firm/Company)

10661 N. Kendall Drive, Suite 223
(Address)

Miami, FL 33176
(City/State and Zip Code)

For further information concerning this matter, please call:

Susan Dierenfeldt-Troy at (305) 271-9563
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- ☐ \$125.00 Filing Fee ☐ \$130.00 Filing Fee & Certificate of Status ☒ \$155.00 Filing Fee & Certified Copy (additional copy is enclosed) ☐ \$160.00 Filing Fee, Certificate of Status & Certified Copy (additional copy is enclosed)

Mailing Address
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street/Courier Address
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**ARTICLES OF ORGANIZATION OF
WHO'S KICKIN', LLC
A FLORIDA LIMITED LIABILITY COMPANY**

The undersigned persons, acting as organizers for the purpose of forming a Limited Liability Company under the laws of the State of Florida, execute the following Articles of Organization in compliance with Chapter 608 Florida Statutes.

ARTICLE 1 – Name

The name of the Limited Liability Company shall be Who's Kickin', LLC.

ARTICLE 2 – Commencement and Duration

Pursuant to Florida Statute s. 608.409(1), the existence of the limited liability company shall commence on December 11, 2006 or within five (5) business days prior to the date of filing of these Articles of Organization by the Department of State of the State of Florida. The term of existence of the limited liability company shall be upon the first to occur: thirty (30) years from the effective date of these Articles of Organization or of events specified in the Operating Agreement.

ARTICLE 3 – Principal Office

The principal office and mailing address of the limited liability company shall be:
4250 Salzedo Street, #504
Coral Gables, FL 33146

ARTICLE 4 - Purpose

The purpose for which the limited liability company is organized is to transact any and all lawful business for which limited liability companies may be organized under the laws of the State of Florida, and to have all powers that are afforded to limited liability companies under the laws of the State of Florida.

ARTICLE 5 – Management

The limited liability company shall be member-managed with the powers of the member-managers specified in the limited liability company's Operating Agreement.

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ARTICLE 6 – Member Managers

The names and addresses of the initial member-managers are as follows:

<i>Name</i>	<i>Address</i>
Laura Dalmau (MGRM)	2410 Brickell Avenue, #107C Miami, FL 33129
Michelle von der Goltz (MGRM)	4250 Salzedo Street, #504 Coral Gables, FL 33146

ARTICLE 7 – Indemnification

The limited liability company shall indemnify its members and managers to the fullest extent permitted by law.

ARTICLE 8 – Registered Agent

The initial registered agent of Who's Kickin', LLC is Susan Dierenfeldt-Troy, Attorney-At-Law. The Florida Street Address of the registered agent is:

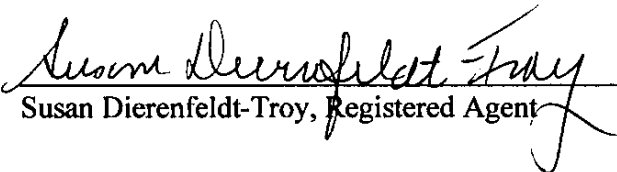
10661 N. Kendall Drive, Suite 223
Miami, FL 33176

Acceptance by and Signature of Registered Agent

Having been appointed as Registered Agent of Who's Kickin', LLC, 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 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 as provided for in Chapter 608, Florida statutes.

Dated this 6th day of December 2006.

By:


Susan Dierenfeldt-Troy, Registered Agent

ARTICLE 9 – Member Signatures

Signature of Members

We, Laura Dalmau and Michele von der Goltz, are the organizers and the initial members of the limited liability company. We certify that all the facts stated in these Articles of Organization are true and correct and are made for the purpose of forming a limited liability company under the law of the State of Florida.

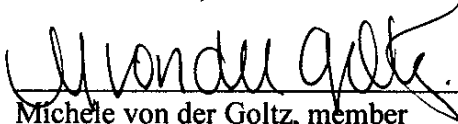
IN WITNESS WHEREOF, the undersigned members execute the foregoing Articles of Organization this 6th day of December 2006.

By:



Laura Dalmau, member

By:



Michele von der Goltz, member