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Fax Number ; (561)694-1639 Effective Date ,08 25/10

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#### FLORIDA LIMITED LIABILITY CO.

Baeza Marketing & Sales Consultants, LLC

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# ARTICLES OF ORGANIZATION

### Article I. Name

The name of this Florida limited liability company is: Baeza Marketing & Sales Consultants, LLC

### Article II. Address

The street and mailing address of the Company's initial principal office is: Bacza Marketing & Sales Consultants, LLC 5959 Collins Avenue, #802 Miami Beach FL 33140

### Article III. Registered Agent

The name and street address of the Company's registered agent is:

Hector Alvarez III, Esq. 3211 Ponce De Leon Blvd Ste 208 Coral Gables FL 33134

Effective Date 08 25 10

# Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Hector Alvarez III, Esq. 3211 Ponce De Leon Blvd Ste 208 Coral Gables FL 33134 305-774-9797 x 27 08/25/2010 16:19

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# Article V. Distribution of Profits

Unless otherwise provided in the Company's Operating Agreement, there shall not be any distribution of profits unless each separate distribution is approved by the affirmative vote of members who own more than 50% of the voting interest in the Company. The voting members shall have complete discretion on when and if to approve any distribution of profits.

#### Article VI. Management

This will be a manager-managed company. The name and address of each manager is:

Jose Antonio Moreno Ruiz 5959 Collins Avenue, #802 Mismi Beach FL 33140

# Article VII. Company Existence

The Company's existence shall begin effective as of August 25, 2010.

The undersigned authorized representative of a member executed these Articles of Organization on August 25, 2010.

HECTOR ALVAREZ III, ESO.

by Valerie Hawk-Donohue as atty-in-fact

Hector Alvarez III, Esq. 3211 Ponce De Leon Blvd Ste 208 Coral Gables FL 33134 305-774-9797 x 27 FILED

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# STATEMENT OF REGISTERED AGENT

# LIMITED LIABILITY COMPANY:

Baeza Marketing & Sales Consultants, LLC

### REGISTERED AGENT/OFFICE:

Hector Alvarez III, Esq. 3211 Ponce De Leon Blvd Ste 208 Coral Gables FL 33134

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

HECTOR ALVAREZ III, ESQ.

by Valerie Hawk-Donohue as atty-in-fact

Date: August 25, 2010.

Hector Alvarez III, Esq. 3211 Ponce De Leon Blvd Ste 208 Coral Gables FL 33134 305-774-9797 x 27 FILED

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