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(5)

ARTICLES OF ORGANIZATION
OF
IMECA PAYROLL, LLC

The undersigned, being authorized to execute and file these Articles, hereby certify that:

ARTICLE I

The name of the Limited Liability Company is: IMECA PAYROLL, LLC.

ARTICLE II

The mailing address and street address of the principal office of the Limited Liability Company shall initially be located at 8400 N.W. 58th Street, Miami, Florida 33166, or any other place upon which the members agree.

ARTICLE III

The period of duration for the Limited Liability Company shall be: Perpetual

ARTICLE IV

The Limited Liability Company is to be managed by a manager or managers who may be, but are not required to be, members of the Company. The name and address of the managers who will serve as managers until the first annual meeting of the members or until their/his successor is selected and qualified in accordance with the Regulations is as follows:

MICHELANGELO COCCHIOLA - 8400 N.W. 58th Street, Miami, Florida 33166

TONY COCCHIOLA - 8400 N.W. 58th Street, Miami, Florida 33166

CLAUDIO COCCHIOLA - 8400 N.W. 58th Street, Miami, Florida 33166

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ARTICLE V

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be: By unanimous written consent of the existing members as per the terms of the Regulations.

JORGE E. BLANCO, ESQ.
1401 Ponce De Leon Boulevard, Suite 202
Coral Gables, Florida 33134
Telephone No.: (305) 444-0044
Florida Bar No.: 197807

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ARTICLE VI

The right, if given, of the members of the Limited Liability Company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company shall be as provided for in the written Regulations of the Company.

ARTICLE VII

The name and the Florida street address of the registered agent and registered office are:

JORGE E. BLANCO, ESQ.- 1401 Ponce de Leon Blvd., Suite 202, Coral Gables, Florida 33134.

Having been named as registered agent 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 as registered agent 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.

JORGE E. BLANCO, ESQ.- Registered Agent

ARTICLE VIII

Purpose: The Company is organized to engage in any and all lawful business as permitted under the Act.

ARTICLE IX

Regulations: Any Regulations as defined in Section 608.402 (13) of the Act, relating to this Limited Liability Company must be in writing and signed by all the Members.

IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledged them to be my act this 5 day of January, 2011.

TONY COCCHIOLA - Manager

JORGE E. BLANCO, ESQ., Registered Agent

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In accordance with Section 608.408(3), Florida Statutes, the execution of this Affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

I HEREBY CERTIFY, that on the 5 day of January, 2011, personally appeared before me, TONY COCCHIOLA, to me well known or who has provided his Florida driver's license, as identification.

IN WITNESS WHEREOF, I have set my hand and official seal at Miami, County of Miami-Dade, State of Florida, the day and year above written.

Notary Public, State of Florida

My Commission Expires:

JORGE E. BLANCO
Comm# DD0813103
Expires 8/15/2012
Florida Notary Assn., Inc

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

I HEREBY CERTIFY, that on the 5 day of January, 2011, personally appeared before me, JORGE E. BLANCO, ESQ. to me well known or who has provided his Florida driver's license, as identification.

IN WITNESS WHEREOF, I have set my hand and official seal at Miami, County of Miami-Dade, State of Florida, the day and year above written.

Notary Public, State of Florida

My Commission Expires:

MARIA P. HIDALGO
MY COMMISSION # DD 983367
EXPIRES: May 21, 2014
Bonded Thru Notary Public Underwriters

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CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

a. The name of the Limited Liability Company is: IMECA PAYROLL, LLC

The name and the Florida street address of the registered agent and registered office are:

JORGE E. BLANCO, ESQ. - 1401 Ponce de Leon Blvd., Suite 202, Coral Gables, Florida 33134.

Having been named as registered agent 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 as registered agent 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.

JORGE E. BLANCO, ESQ., Registered Agent

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