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FLORIDA LIMITED LIABILITY CO.  
Lions U.S.A. LLC

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## ARTICLES OF ORGANIZATION

### Article I. Name

The name of this Florida limited liability company is:  
Lions U.S.A. LLC

### Article II. Address

The street and mailing address of the Company's initial principal office is:  
Lions U.S.A. LLC  
520 West Ave #2104  
Miami Beach FL 33139

### Article III. Registered Agent

The name and street address of the Company's registered agent is:  
Fabio Visconti  
520 West Ave. #2104  
Miami Beach FL 33139

### 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.

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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:

Gaetano Leone  
520 West Ave #2104  
Miami Beach FL 33139  
Daniela Iannelli  
520 West Ave #2104  
Miami Beach FL 33139  
Andrea Leone  
520 West Ave #2104  
Miami Beach FL 33139

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Article VII. Company Existence

The Company's existence shall begin effective as of October 21, 2011.

The undersigned authorized representative of a member executed these Articles of Organization on 10/24/2011.

  
\_\_\_\_\_  
HECTOR ALVAREZ III, ESQ.  
by Jessica Morales as attorney-in-fact

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STATEMENT OF REGISTERED AGENT

LIMITED LIABILITY COMPANY:

Lions U.S.A. LLC

REGISTERED AGENT/OFFICE:

Fabio Visconti  
520 West Ave. #2104  
Miami Beach FL 33139

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.



FABIO VISCONTI  
by Jessica Morales as attorney-in-fact  
Date: October 21, 2011.

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