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(Requestor's Name)

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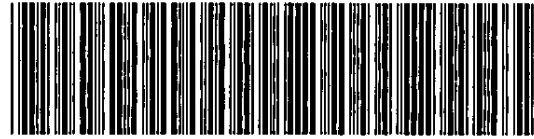
(Business Entity Name)

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2014 AUG 14 PM 4:56  
TALLAHASSEE FLORIDA

AUG 14 2014  
J. BRUCE

**BECKER &  
POLIAKOFF**

Michael N. De Biase, Esq.  
Attorney at Law  
Phone: (954) 985-4145 Fax: (954) 985-4176  
Mdebiase@bplegal.com

1 East Broward Blvd., Suite 1800  
Ft. Lauderdale, FL 33301

August 12, 2014

Department of State  
Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

***Re: Juice Factory Holdings, LLC. - Articles of Organization.***

Dear Sir of Madam,

Enclosed you will find the Articles of Organization and Designation of Registered Agent for Juice Factory Holdings, LLC. Also enclosed is a check for the \$125.00 filing fee. If you have any questions, please direct them to my attention.

Regards,



Michael N. De Biase  
Attorney at Law

ACTIVE: J21551/362617:6062119\_1

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DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION**

**FOR**

**JUICE FACTORY HOLDINGS, LLC**

The undersigned person, acting as the organizer/authorized representative of a limited liability company under the Florida Revised Limited Liability Company Act (Florida Statutes Chapter 605), hereby adopts the following Articles of Organization:

1. **Name.** The name of this limited liability company is “**JUICE FACTORY HOLDINGS, LLC**” (“Company”).

2. **Duration.** The Company’s period of duration shall be perpetual from the date of the filing of these Articles of Organization with the Florida Secretary of State, unless sooner dissolved by the members or as provided by statute.

3. **Purpose.** The Company is organized to conduct all lawful purposes allowed under the Florida Revised Limited Liability Company Act.

4. **Principal Place of Business.** The street address of the Company’s initial principal place of business is:

401 E. Las Olas Blvd.  
Suite 130-448  
Ft. Lauderdale, FL 33301

5. **Mailing Address.** The Company’s initial mailing address is:

401 E. Las Olas Blvd.  
Suite 130-448  
Ft. Lauderdale, FL 33301

6. **Registered Agent and Office.** The name and address of the Company’s registered agent, whose “Consent to Appointment as Registered Agent” is included with these Articles, is:

MICHAEL N. DE BIASE, ESQ.  
1 East Broward Blvd.  
Suite 1800  
Ft. Lauderdale, FL 33301

The address of its registered office is:

MICHAEL N. DE BIASE, ESQ.  
1 East Broward Blvd.  
Suite 1800  
Ft. Lauderdale, FL 33301

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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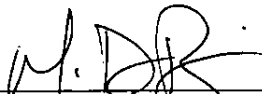
7. **Capitalization.** The capital contribution of its single member has a value of \$1,000.00.
8. **Additional Capital Contributions of Members.** Additional capital contributions may be contributed only upon the unanimous vote of the members, and no additional capital contribution will ever be required at the request of non-member third parties.
9. **Admission of Additional Members.** Additional members may be admitted only upon such terms as are unanimously agreed to by all members pursuant to the applicable provisions in the Operating Agreement.
10. **Continuity.** The members have the right to continue the business of the Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or occurrence of any other event which terminates the continued membership of a member in the Company. Continuation may occur only pursuant to the terms of the Operating Agreement and with the unanimous vote of the members.
11. **Management.** The business of the Company shall be managed by one or more of the members and is, therefore, a member-managed company. The name and mailing address of the initial Managing Member of the Company is:

Rodolfo Estefano  
401 E. Las Olas Blvd.  
Suite 130-448  
Ft. Lauderdale, FL 33301

12. **Initial Member.** The name and address of the initial member of the Company is as follows:

Rodolfo Estefano  
401 E. Las Olas Blvd.  
Suite 130-448  
Ft. Lauderdale, FL 33301

Dated this 6<sup>th</sup> day of August, 2014.

  
\_\_\_\_\_  
**MICHAEL N DE BIASE**  
as an Authorized Representative  
of the single member

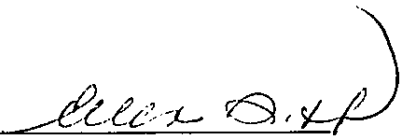
SECRETARY OF STATE  
PALM BEACH COUNTY  
FLORIDA

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State of Florida )  
 ) ss  
County of Miami-Dade )

The foregoing Articles of Organization were acknowledged before me this 6th day of August, 2014, by MICHAEL N. DE BIASE, as an Authorized Representative of the single member, who ~~has produced his passport for identification.~~ *PERSONALLY KNOWN*

  
\_\_\_\_\_  
Notary Public

Name of Notary:

My Commission expires: \_\_\_\_\_



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NOTARY PUBLIC  
STATE OF FLORIDA

**Consent to Appointment as Registered Agent**

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in these Articles, 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, as provided for in Chapter 605, F.S.



**MICHAEL N. DE BIASE**  
as Registered Agent

ACTIVE: 6050533\_1

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TALLAHASSEE FLORIDA

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