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### COVER LETTER

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SUBJEC	er.	JE	REMIE VENT	URES, LLC			
SUBJEC	Name of Limited Liability Company						
The enclo	osed Articles of	Organization and fee(s	s) are submitte	d for filing.			
Please ret	aurn all corresp	ondence concerning thi	s matter to the	following:			
			Rich	ard Sierra			
	<del></del>		Name o	f Person		Name of the State	
		Flor	ida Small Bus	iness Legal Center			
			Firm/Co	ompany		_	
		6	501 Congress	Ave. #240			
			Add	ress		_	
		В	oca Raton, FL	33487			
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For further	information co	ncerning this matter, pl	ease call:		ГA		
	Richard Sier	ra at	561	409-0364	E L AL	21 H/ EGRI	<del></del>
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Enclosed :	is a check for t	he following amount:			(1) E	i an	H
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	New F	g Address iling Section on of Corporations		Street Address New Filing Section Di The Centre of Tallaha			

Tallahassee, FL 32303

2415 N. Monroe Street, Suite 810

P.O. Box 6327

Tallahassee, FL 32314

# ARTICLES OF ORGANIZATION FOR A FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is Jeremie Ventures LLC

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

796 Hill Drive West Palm Beach, FL 33415

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

The name and the Florida street address of the Registered Agent are:

Richard Sierra, Esq. Richard Sierra & Associates, PA 6501 Congress Ave. #240 Boca Raton, FL 33487 (954) 757-1919

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 as provided for in Chapter 605, F.S.

Registered Agent's Signature

Richard Sima

ARTICLE IV – The Name and Address of each person authorized to manage and control the Limited Liability Company:

AMBR Josh Jeremie

796 Hill Drive

West Palm Beach, FL 33415

AMBR Steph Corp Inc.

380 Appleton St. Arlington, MA 02476

# **ARTICLE X - Right To Continue Business**

In the event of the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event that terminates the continued membership of a member in **Jeremie Ventures LLC** the remaining members have the right under the operating agreement to continue the business of the company.

## ARTICLE XI - Certificate of Membership

A member's interest in **Jeremie Ventures LLC** may be evidenced by a certificate of membership interest signed by the Authorized Member of the LLC, which may be assigned or transferred. The right to assign or transfer a member's interest in **Jeremie Ventures LLC** is limited by the provisions of the Operating Agreement.

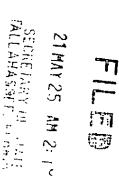
## REQUIRED SIGNATURE:

Signature of a member or an authorized representative of a member

Josh Jeremie, Authorized Member

Jeremie Ventures LLC

(In accordance with section 605.0203 (1) (b), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.)



#### **ARTICLE V - Perpetual Duration**

The period of duration of **Jeremie Ventures LLC** is perpetual.

### ARTICLE VI - Form of Management

The management of **Jeremie Ventures LLC** shall be vested on the members pursuant to the Operating Agreement.

# ARTICLE VII - Purpose

The purpose of the company is to engage in any lawful or activity for which an LLC may be organized under the laws of Florida and the United States.

#### ARTICLE VIII - Indemnification

- (a) The company shall indemnify every manager, and the manager's heirs, executors and administrators, against expenses actually and reasonably incurred by the manager, as well as against any amount paid upon a judgment in connection with any action, suit, or other proceeding, civil or criminal, to which the manager may be made a party by reason of having been a manager of this professional limited liability company.
- (b) This indemnification is being given because the manager(s) will be requested by the company to act for and on behalf of the company and for the company's benefit.
- (c) This indemnification is not exclusive of other rights to which the manager(s) may be entitled
- (d) The manager(s) are entitled to the fullest indemnification allowed by the current law or as the law may be amended after the adoption of these articles.
- (e) A manager shall be liable to the company for the following actions:
  - (1) Any breach of his or her duty of loyalty to the company, or to its members;
  - (2) An act or omission that was taken in bad faith and which constitutes a breach of the Manager's duty to the company by an act that is grossly negligent, malicious, or intentional, as those terms are defined at law:
  - (3) A transaction in which the manager benefits to the detriment of the company or its members.
  - (4) An action for which the manager is liable at law and for which an indemnification is not allowed.

## ARTICLE IX - Operating Agreement

The Operating Agreement will establish the duties and responsibilities of each authorized member as well as method of distribution of profits and liability for expenses. In the event of conflict between the Operating Agreement and the Articles of Organization, the Operating Agreement will govern.