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Division of Corporations
Fax Number : (850) 922-4003

From:

Account Name : FOWLER, WHITE, BURNETT, ET AL
Account Number : 071250001512
Phone : (305) 789-9200
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LIMITED LIABILITY COMPANY

PMC HOLDINGS LLC

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**ARTICLES OF ORGANIZATION
OF
PMC HOLDINGS LLC**

ARTICLE I

The name of this limited liability company shall be: PMC HOLDINGS LLC.

ARTICLE II

This Limited Liability Company shall exist for a period of 70 years from the date of filing the Articles of Organization with the Florida Secretary of State, unless sooner dissolved by resolution of the members or as provided by statute.

ARTICLE III

This Limited Liability Company is created for the purpose of transacting any legal and lawful business pursuant to the Florida Limited Liability Company Act.

ARTICLE IV

The place of business and the mailing address of this Limited Liability Company shall be c/o Caribbean Export Appliances, Inc., 1195 N.W. 97th Avenue, Miami, FL 33172.

ARTICLE V

The Limited Liability Company will be managed by a Manager, who may or may not be a member, who shall be elected annually by the members and who shall serve until the next annual meeting of members or until its successor is elected and shall qualify. The Manager shall exercise the powers granted to it by the member as set forth from time to time in the Operating Agreement of the Limited Liability Company, and shall serve at the pleasure of the members, who may remove the Manager at any time by majority vote.

ARTICLE VI

The members reserve the right to admit additional members by unanimous agreement of the members as to the admission of, and the consideration to be paid by, such new members, and subject to the terms and conditions of the Limited Liability Company's Operating Agreement.

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ARTICLE VII

The Limited Liability Company will continue on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or occurrence of any event which terminates the continued membership of a member in the Limited Liability Company (collectively, "Withdrawal"), as long as there is at least one remaining member, and the remaining member(s) do not adopt a unanimous resolution not to continue the Limited Liability Company within 90 days after the Withdrawal of a member.

ARTICLE VII

A member's interest in the Limited Liability Company is not subject to assignment or transfer without the unanimous consent of the members, provided, however, that even absent such consent, a member's interest may pass by operation of law, or by inheritance without limitation as to the recipient, or by gift to such member's descendant(s) or spouse. Any member who shall be desirous of selling or otherwise transferring his share and interest in the Limited Liability Company other than by inheritance or by gift as set forth in the preceding sentence shall obtain the consent of all other members in writing prior to such transfer.

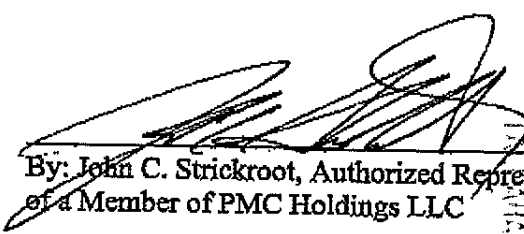
ARTICLE IX

These Articles may be amended only by a unanimous vote of the members.

ARTICLE X

The street address of the Limited Liability Company's initial registered office is 100 S.E. 2nd Street, 17th Floor, Miami, Florida 33131. The name of the initial registered agent at such office is John C. Strickroot, Esq.

IN WITNESS WHEREOF, THE UNDERSIGNED AUTHORIZED REPRESENTATIVE OF A MEMBER OF THE LIMITED LIABILITY COMPANY HAS EXECUTED THESE ARTICLES OF ORGANIZATION.


By: John C. Strickroot, Authorized Representative
of a Member of PMC Holdings LLC

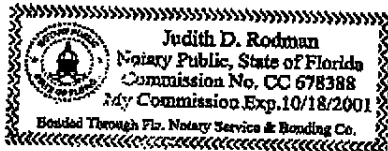
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STATE OF FLORIDA)
):ss
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 27 day of November, 2000 by John C. Strickroot, ☒ who is personally known to me or ☐ who has produced _____ as identification.



Judith D. Rodman
Notary Public, STATE OF FLORIDA

Print Name: JUDITH D. RODMAN

My Commission Expires: 10/18/2001

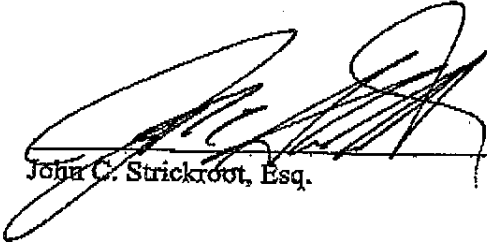
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**ACCEPTANCE OF APPOINTMENT
AS
REGISTERED AGENT**

Having been named as registered agent for the above-named Limited Liability Company at the place designated in these Articles of Organization, 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.



John C. Strickrodt, Esq.

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