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Division of Corporations

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Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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To:

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

From:

Account Name : FILINGS, INC.
Account Number : 072720000101
Phone : (850)385-6735
Fax Number : (954)791-3109

LIMITED LIABILITY COMPANY

S & A CONCEPTS, LLC

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$155.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 FEB 12 PM 4:20

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TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION

S & A Concepts, LLC.

A LIMITED LIABILITY COMPANY

(Pursuant to s. 607,407, Florida Statutes)

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SEC. OF STATE
TALLAHASSEE, FLORIDA

Name. The name of the limited liability company is :

S & A Concepts, LLC

Purpose. The purpose of this limited liability company may include the transaction of any and all lawful business for which limited liability companies may be organized in the state of Florida.

Address of Principle Office. The mailing address and principal address of the limited liability company is:

2237 N. Commerce Parkway Suite #3
Weston, Florida 33326

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Registered Agent

Ross H. Manella

Registered Office

The office of the registered office is

2237 N. Commerce Parkway
Suite #3, Weston, Florida 33326

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TALLAHASSEE, FLORIDA

Members at Time of Formation.

There will be two members at the time the limited liability company is formed.

Period of Duration.

The period of duration shall be perpetual.

Management.

Management of the Limited Liability Company at the time of formation is reserved for the initial members whose names and addresses are as follows:

Initial Members:

First RN Investment Corp.
7190 Mallorca Crescent
Boca Raton, FL. 33431

And

Andreozzi Holdings, Inc.
c/o Galaxi Communications
6901 SW 18th Street
Suite #E201
Boca Raton, FL. 33433

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Additional Members. The names and addresses of additional members(s) are as follows:

Addition of New Members. With the written unanimous consent of the members, new members may be admitted into the LLC upon the payment of such capital contribution and upon such terms as the members unanimously decide. In the event that new members are admitted into the LLC, the share of each new member in the profits and losses shall be in such proportion as may be agreed upon between all the members and new member.

Members Right to Continue Business. The remaining members of the limited liability company shall have the right to continue business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company as further set forth in the Operating Agreement of the limited liability company.



ROSS H. MANELLA Authorized Representative of a Member

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

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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.

Name. The name of the limited liability company is:

Registered Office. The address of the registered office of the limited liability company is :

2237 N. Commerce Parkway Suite #3
Weston, Florida 33326

Registered Agent. ROSS H. MANELLA, is appointed, and by his signature below accepts appointment, to act as the Registered agent of

Having been named as registered agent and to accept service of process for the above state 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.


ROSS H. MANELLA

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