

Division of Corporations

L020000006104

Florida Department of State
Division of Corporations
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To: Division of Corporations
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DIVISION OF CORPORATION

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LIMITED LIABILITY COMPANY

OVERSEAS L.L.C.

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$125.00

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ARTICLES OF ORGANIZATION
OF
OVERSEAS L.L.C.

The undersigned, has executed the following documents as Incorporator of the above named Company, a Company organized under the laws of the State of Florida, and rights and obligations of the undersigned as Incorporator, and those of the Company, are to be determine in accordance with the laws of the State of Florida, and for said purposes hereby adopts the following Articles of Organization:

ARTICLE I - NAME

The name of this Limited Liabilities Company shall be OVERSEAS L.L.C.;

ARTICLE II - DURATION

The Company shall commence existence upon the filing of these Articles of Organization by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III - POWERS

The Company may transact any and all lawful business for which Companies may be incorporated under the laws of the State of Florida and engaged in any trade or business which can, in the opinion of the Board of Directors of the Company, be advantageously carried on in connection with or auxiliary to the foregoing business. The Company shall also be authorized to engaged in such other business activities as may be necessary or permissible for its operation, and without limiting the preceding, the Company may:

1. Transact any and all lawful business;
2. Said Company shall furthermore have the following additional powers:

TO have perpetual succession by its corporate name;

TO sue and be sued, complain, and defend in its Corporate name in all actions or proceedings;

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TO have a Seal, which may be altered at the will of the Directors and to use the same by causing it, or a facsimile, to be impressed, affixed, or in any other manner reproduced;

TO purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein wherever situated;

TO sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

TO lend money to, and use its credit to assist, its officers and employees in accordance with the laws of the State of Florida;

TO purchase, take, receive, subscribe to, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with shares or any interest in or obligations of, other domestic or Foreign Companies, associations, partnerships, or individuals, for direct or indirect obligations of the United States or any other government, state, territory, governmental district or municipality or of any instrumentality thereof;

TO enter into contracts and guaranties and incur liabilities, or money at such rate of interest that the Company may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any its property, franchises, and income;

TO lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds, so loaned or invested;

TO conduct its business, carry on its operations, and have offices and exercise the powers granted by the appropriate laws of the State of Florida governing Companies, for the administration;

TO make donations for the public welfare or for charitable, scientific, or educational purposes;

TO pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its Directors, Officers, and Employees and for any or all of the Directors, Officers and Employees of its Subsidiaries;

TO be a promoter, incorporator, partner, member, associate, or manager of any company, partnership, joint venture, trust, or other enterprise;

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TO have and exercise all powers necessary to affect its purposes;

TO indemnify any person who buy reason of the fact that he or she is or was a Director, Officer, Employee or Agent of the Company to the full extent as permitted by Florida Law;

ARTICLE IV - ADRESS

The mailing address of the company and street address of the principal office of the company is 1001 North Federal Highway, suite 202, Hallandale FL 33009;

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and Street of the initial registered agent of the company is Réjean Leduc, 1001 North Federal Highway, suite 202, Hallandale FL 33009;

ARTICLE VI - MANAGEMENT

The company will be managed by a manager (s) to be elected in accordance with the Company's regulation. The name(s) and address(es) of the initial manager(s) who shall serve until the first annual meeting of the members or until their successors are elected and qualified, in accordance with the Regulations of the Company, are as follow:

ÉRIC VIGNERON
132 rue du Pr. Roy Camille
97200 Fort de France
Martinique
French West Indîes

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ARTICLE VII - ADDITIONAL MEMBERS

The members of the Company shall have the right to admit additional members by the unanimous vote of the members of the Company and conditions of the admission of new members shall be governed by the Company's regulations.

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ARTICLE VIII - MEMBERS RIGHTS TO CONTINUE BUSINESS

The remaining members of the Company shall in accordance with the terms and conditions contained in the Company's regulations have the right to continue the business of the Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or the occurrence of any other event, which terminates the continued membership of a member of the Company.

ARTICLE IX - INDEMNIFICATION

To the fullest extent permitted by the law, the Company shall indemnify any person who was or is a party to any proceeding by reason of the fact that he/she is or was a manager or a managing member of the Company or is or was serving at the request of the Company as a manager, managing member, officer, employee or agent or another limited liability company, corporation, partnership, joint venture, trust or other enterprise against liability incurred in connection with such proceeding, including the appeal thereof, if he/she acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to, the best interest of the Company and, with respect to any criminal action or proceeding, has no reasonable cause to believe his/her conduct was unlawful. The Company shall reimburse each person for all costs and expenses, including attorneys' fees, reasonably incurred by him/her in connection with any such liability in the manner provided for by law or in accordance with the regulations of the Company.

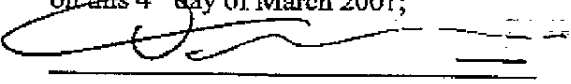
ARTICLE X - EFFECTIVE DATE

Pursuant to Section 608.409 of the Act, these articles of Organization and the existence of the company shall become effective on March 5th 2002.

ARTICLE IX

Nothing in these Articles of Organization shall be taken to limit the power of this Company.

IN WITNESS HEREOF, the undersigned has executed these Articles of Organization on this 4th day of March 2001;



Eric Vigneron

Member

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE AND NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED.**

The following is submitted in compliance with the Florida Business Company Act:

OVERSEAS L.L.C. is a Company organized under the laws of the State of Florida, with its registered office located at: 1001 North Federal Highway, Suite 202, City of Hallandale, County of Broward, Florida 33009, and has named Mr. Réjean Leduc as agent to accept service of process within this State at the office specified in his acceptance below.



Réjean Leduc

Agent

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ACCEPTANCE:

I hereby agree, as Registered Agent of OVERSEAS L.L.C. to accept Service of Process at my office located at: 1001 North Federal Highway, Suite 202, City of Hallandale, County of Broward, Florida 33009, opened during the hours prescribed by Florida Statutes;

I furthermore agree to post my name, and any other officers of said Company authorized to accept service or process, at the Florida designated address, in some conspicuous place in said office as required by law.



Réjean Leduc

Registered Agent

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