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From: Account Name : FAS-T CORP. AGENTS, INC.
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LIMITED LIABILITY COMPANY
MR. P. HOLDING, LLC.

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STATE OF FLORIDA

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9-9-03

**ARTICLES OF ORGANIZATION
OF
MR. P. HOLDING, LLC**

The undersigned hereby submit these Articles of Organization for the purpose of forming a limited liability company under the laws of the State of Florida.

ARTICLE 1 - NAME:

The name of the limited liability company is Mr. P. Holding, LLC.

ARTICLE 2 - ADDRESS

The principal place of business of the company in Florida shall be 8410 NW 61 Street, Miami, Florida 33166, and the mailing address shall be the same.

ARTICLE 3 - EFFECTIVE DATE

These Articles of Organization shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 4 - DURATION

Subject to provisions of Article 10, the Company's existence shall terminate no later than 99 years from its date of commencement, unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE 5 - PURPOSES AND POWERS

The general purpose for which the Company is organized is to engage in any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE 6 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this company is Julio Nutt at 8410 NW 61 Street, Miami, Florida 33166. The name and address of the registered agent of this company is Julio Nutt, 8410 NW 61 Street, Miami, Florida 33166.

ARTICLE 7 - CAPITAL AND ADDITIONAL CAPITAL CONTRIBUTIONS.

The actual amount of cash contributed by the member(s) as of formation of the Company is \$500.00. Thereafter, each member shall make additional capital contributions to the company only upon the unanimous consent of all the member(s)

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and pursuant to Florida Statute Section 608.412.

ARTICLE 8 - MANAGEMENT

The Managers of the Company shall be:

Managing Member: Julio Nutt

8410 NW 61 Street

Miami, FL 33166

ARTICLE 9 - ADMISSION OF NEW MEMBERS

No additional member(s) shall be admitted to the Company except with the unanimous written consent of all the member(s) of the Company and upon such terms and conditions shall be determined by all the member(s). A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other member(s) of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE 10 - TERMINATION OF EXISTENCE

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there it at least one remaining member.

ARTICLE 11 - MANAGEMENT

The Company shall be managed by the member(s) in accordance with regulations adopted by the member(s) for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The name and address of the member(s) of the Company are:

Managing Member:

Julio Nutt

8410 NW 61 Street

Miami, Florida, 33166

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ARTICLE 12 - INDEMNIFICATION

The Company shall indemnify managers and officers of the Company who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the manager or officer was a party because the manager or officer is or was a manager or officer of the Company against reasonable attorney fees and expenses incurred by the manager or officer in connection with the proceeding. The Company may indemnify an individual made a party to proceeding because the individual is or was a manager officer, employee or agent of the Company against liability if authorized in the specific case after determination, in the manner required by the member(s), that indemnification of the manager, officer, employee, or agent as the case may be, is permissible in the circumstances because the manager, officer, employee or agent has met the standard of conduct set forth by the member(s). The indemnification and advancement of attorney fees and expenses for managers, officers, employees and agents of the company shall apply when such persons are serving at the company's request while a manager, officer, employee, or agent of the company, as the case may be, as a manager, officer, partner, trustee, employee or agent of another foreign or domestic Company, partnership, joint venture, trust employee benefit plan or other enterprise, or other enterprise, whether or not for profit, as well as in their official capacity with the Company.



Julio Nutt

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ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT

Having been made initial Registered Agent to accept service of process of the corporation at the initial registered in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of the law pertaining thereto.



JULIO NUTT

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