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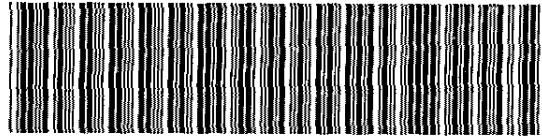
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04 OCT 28 AM 11:51  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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04 OCT 28 AM 8:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

# CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

*Peppax International, LLC*

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- ☐ Art of Inc. File
- ☐ LTD Partnership File
- ☒ Foreign Corp. File
- ☐ L.C. File
- ☐ Fictitious Name File
- ☐ Trade/Service Mark
- ☐ Merger File
- ☐ Art. of Amend. File
- ☐ RA Resignation
- ☐ Dissolution / Withdrawal
- ☐ Annual Report / Reinstatement
- ☒ Cert. Copy
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- ☐ Certificate of Good Standing
- ☐ Certificate of Status
- ☐ Certificate of Fictitious Name
- ☐ Corp Record Search
- ☐ Officer Search
- ☐ Fictitious Search
- ☐ Fictitious Owner Search
- ☐ Vehicle Search
- ☐ Driving Record
- ☐ UCC 1 or 3 File
- ☐ UCC 11 Search
- ☐ UCC 11 Retrieval
- ☐ Courier

Signature

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Name

Date

Time

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*WC 10/24 11:00*

# ARTICLES OF ORGANIZATION

OF

## POPMAX INTERNATIONAL, LLC

FILED  
04 OCT 28 AM 8:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator, for the purposes of forming a Limited Liability company for profit under the laws of the State of Florida, hereby adopts the following Articles of Organization:

### ARTICLE I. - NAME

The name of this Limited Liability Company shall be **POPMAX INTERNATIONAL, LLC.**

### ARTICLE II. - PRINCIPAL OFFICE

The principal place of business and mailing address of this Limited Liability Company is 1626 Bobcat Trail, North Port, FL. 34288.

### ARTICLE III. - NATURE OF BUSINESS

The Limited Liability Company may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

### ARTICLE IV. - TERM AND COMMENCEMENT OF EXISTENCE

This Limited Liability Company is to exist perpetually. The date of commencement of organization existence is the date of filing the Articles of Organization.

### ARTICLE V.

#### REGISTERED OFFICE.

#### REGISTERED AGENT AND ACCEPTANCE

The name of the registered agent and the street address of the registered office of the Limited Liability Company is as follows COLLEEN SHANLEY LOVELESS, 2970 Royal Drive, North Port, FL. 34288.

#### **ARTICLE VI. - MANAGEMENT**

This Limited Liability Company shall be managed by a manager selected by a majority vote of its members.

#### **ARTICLE VII. - VOTING**

All members shall be entitled to vote on matters relating to the business operations of this Limited Liability Company. Each member shall have one vote per membership unit owned.

#### **ARTICLE VIII. - MEMBERSHIP UNITS**

The number of membership units that this Limited Liability Company is authorized to have outstanding at any one time is ONE HUNDRED THOUSAND (100,000.00) voting units having a no par value.

#### **ARTICLE IX. - ADDITIONAL MEMBERS**

No person may be admitted as a member of this Limited Liability Company unless each existing member consents in writing to the admission of such additional member.

#### **ARTICLE X. - CONTINUATION OF BUSINESS OPERATION**

In the event of 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, this remaining members shall continue the business operations of this Limited Liability Company.

#### **ARTICLE XI. - AMENDMENT**

These Articles of Organization may be amended in certain instances by the members as provided by statute.

#### **ARTICLE XII - INDEMNIFICATION**

The company shall indemnify any person who is or was a party, or who is threatened to be made a party, to any threatened, pending or completed action, suit proceeding, whether civil, criminal, administrative or investigative, including all appeals, by reason of the fact that he or she is or was a member, managing member or employee of the company, or is or was serving at the request of the company as a director, trustee, officer or employee of another limited liability company, corporation, partnership, joint venture, trust or other enterprise, against any and all expenses (including reasonable attorney's fees) judgments, decrees, fines, penalties and amounts paid in settlement, which were actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if he or she acted in good faith and in a manner which he or she reasonably believed to be in, or at least not opposed to, the best interests of the company, and with respect to any criminal action or proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonable

believed to be in, or at least not opposed to, the best interest of the company.

The foregoing indemnification shall not apply in the case of an action, suit or proceeding instituted by one or more members of the company, if the claim, matter or issue raised therein is determined by a court of competent jurisdiction to have resulted from the negligence or misconduct of the member(s) seeking indemnification; provided, however, that such indemnification shall nonetheless apply if, in view of all of the circumstances of the case, such court shall determine that such member(s) is/are fairly and reasonably entitled to indemnification, with respect to such expenses, judgments, decrees, fines, penalties and amounts paid in settlement as determined by the court.

Expenses of each person indemnified hereunder, incurred in defending against a civil, criminal, administrative or investigative action, suit or proceeding (including all appeals), or threat thereof, may be paid by the company in advance of the final disposition of such action, suit or proceeding, as authorized by a majority in interest of the members, upon receipt of an undertaking by such person to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the company.

The undersigned has executed these Articles of Organization this 22<sup>nd</sup> day of September, 2004.



COLLEEN SHANLEY LOVELESS, Managing  
Member

## REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for POPMAX INTERNATIONAL, LLC. At the place designated in the foregoing 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.

9/22/04  
Date



COLLEEN SHANLEY LOVELESS  
Registered Agent