

Florida Department of State

Division of Corporations

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To:

Division of Corporations
Fax Number : (850)205-0383

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305)599-0839
Fax Number : (305)716-0346

FLORIDA/FOREIGN LIMITED LIABILITY CO.**VALHALA ENTERPRISES LLC**

Certificate of Status	0
Certified Copy	1
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ARTICLES OF ORGANIZATION
FOR
FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I – NAME:

The name of the Limited Liability Company is:

VALHALA ENTERPRISES LLC

ARTICLE II – Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address

2030 DOUGLAS RD #816
Coral Gables, FL 33134

Mailing Address:

2030 DOUGLAS RD #816
Coral Gables, FL 33134

ARTICLE III-Registered Agent, Registered Office & Registered Agent's Signature:

The name and the Florida street address of the registered agent are:

Hermilo Camacho
Name

2030 Douglas Rd # 816
Florida Street address (P.O. Box NOT Acceptable)

Coral Gables, FL 33134
City, State, and Zip

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Having been named as registered agent and to accept service of process for the above stated 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 as provided for in Chapter 608, Florida Statutes.



Registered Agent's Signature

ARTICLE IV- TAX MATTERS

A- Capital Accounts: Capital Accounts shall be maintained consistent with internal code 704 and the regulations there under.

B- Partnership Election: The members elect that the LLC be taxed as a Partnership and not as an association taxable as a corporation.

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ARTICLE V- MEMBERS:

A- Members: The members and the initial capital contributions and the respective percentage interests in the LLC are set forth as follows:

Hermilo Camacho	2030 Douglas RD #816 Coral Gables, FL 33134	MGRM
Simone Silva Martins	2030 Douglas RD. #816 Coral Gables, FL 33134	MGRM
Paulo Francisco Peres Lucas	2030 Douglas RD #816 Coral Gables, FL 33134	MGRM

ARTICLE VI- VOTING INTERESTS:

A) New Members may be admitted only upon the consent of a majority of the Members.

ARTICLE VII- MANAGEMENT:

Manager(s) or Managing Member(s):

The name and address of each Manager or Managing member is as follow

MGRM	Hermilo Camacho	2030 Douglas RD #816, Coral Gables, FL 33134
MGRM	Simone Silva Martins	2030 Douglas RD #816, Coral Gables, FL 33134
MGRM	Paulo F. Peres Lucas	2030 Douglas RD #816, Coral Gables, FL 33134

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B- Management: The members hereby delegate the management of the LLC to Manager (s), subject to the limitations set out in this agreement.

- 1) The Members shall elect and have the right to remove the Manager(s) by majority vote.
- 2) The Manager shall serve until a successor is elected by the Members.
- 3) The Manager(s) shall have the authority to take all necessary and proper actions in order to conduct the daily business of the LLC so long as a majority of the Members consent.

- 4) Except for decisions concerning distributions, any Manager can take any appropriate action on behalf of the LLC, including, but not limited to signing checks, executing leases, and signing loan documents.
- 5) In determining the timing and total amount of distributions to the Members, the action of the Manager shall be based on the unanimous vote of the Managers, with or without a meeting.
- 6) The compensation to the Managers shall be in the discretion of the majority of the Members of the LLC.
- 7) There shall be one (1) initial Manager Member.
- 8) The initial Manager Member is: Hermilo Camacho.

ARTICLE VIII- SIGNATURE:

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



Signature of Manager Member

HERMILO CAMACHO

Name

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