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Division of Corporations

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Account Name : GENESIS ACCOUNTING SERVICES, CORP.  
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Phone : (954) 420-0051  
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**FLORIDA/FOREIGN LIMITED LIABILITY CO.**

**C & R APPLICATIONS, LLC**

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**ARTICLES OF ORGANIZATION OF:  
C & R APPLICATIONS, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Company Act, Florida Statutes Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

**ARTICLE I - NAME**

The name of the limited liability company shall be

**C & R APPLICATIONS, LLC**

(Hereinafter, "Company")

**ARTICLE II - ADDRESS**

The principal place of business and the mailing address of the Company in Florida shall be

**1683 POLO LAKE DR. E APT. 207  
WELLINGTON, FL 33414**

**ARTICLE III - EFFECTIVE DATE**

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

**ARTICLE IV - DURATION**

Subject to the provisions of Article IX, the Company's existence shall terminate no later than 30 years from its date of commencement, unless the Company is earlier dissolved as provided in these Articles of Organization.

**ARTICLE V - PURPOSES AND POWERS**

The Company may engage in any activity or business permitted under the laws of the United States and of this state. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

**ARTICLE VI - REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of the Company is **1683 POLO LAKE DR. E APT. 207, WELLINGTON, FL 33414** and the name of the initial registered agent of the Company at that address is **CARLA P. GHIIPSMANN**.



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ARTICLE VII - MANAGEMENT

The Managers of the Company shall be:

<u>NAME</u>	<u>ADDRESS</u>
CARLA P. GHIPSMANN Operating Manager	1683 POLO LAKE DR. E APT. 207 WELLINGTON, FL 33414
ROSARI P. GHIPSMANN Secretary	67-30 CLYDE ST. APT. 1G FOREST HILLS, NY 11375
CLAUDIO M. GHIPSMANN Treasurer	67-30 CLYDE ST. APT. 1G FOREST HILLS, NY 11375
ROBERTO M. DE CASTRO Director	1683 POLO LAKE DR. E APT. 207 WELLINGTON, FL 33414

ARTICLE VIII - 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 as 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 IX - TERMINATION OF EXISTENCE

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or 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 are at least one remaining member.




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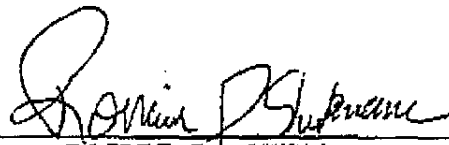
ARTICLE X - MEMBERS


The Managers of the Company shall be elected 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 :

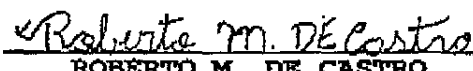
<u>NAME</u>	<u>ADDRESS</u>
CARLA P. GHIPSMANN Operating Manager	1683 POLO LAKE DR. E APT. 207 WELLINGTON, FL 33414
ROSARI P. GHIPSMANN Secretary	67-30 CLYDE ST. APT.1G FOREST HILLS, NY 11375
CLAUDIO M. GHIPSMANN Treasurer	67-30 CLYDE ST. APT.1G FOREST HILLS, NY 11375
ROBERTO M. DE CASTRO Director	1683 POLO LAKE DR. E APT. 207 WELLINGTON, FL 33414

IN WITNESS WHEREOF, the undersigned being the member(s) of the Company, have made and subscribed the Articles of Organization and set forth and hereunto set our hands and seals this 10 April 2006.

  
CARLA P. GHIPSMANN  
Operating Manager

  
ROSARI P. GHIPSMANN  
Secretary

  
CLAUDIO M. GHIPSMANN  
Treasurer

  
ROBERTO M. DE CASTRO  
Director



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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT AND REGISTERED OFFICE**

1. The name of the Company is:

**C & R APPLICATIONS, LLC**

2. The name and address of the registered agent and office is:

CARLA P. GHIPSMANN

Operating Manager


1683 POLO LAKE DR. E APT. 207

Address

WELLINGTON, FL 33414

City - State - Zip

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

  
(Signature)

04/10/2006

(Date)

**DIVISION OF CORPORATIONS  
P.O. BOX 6327, TALLAHASSEE, FL 32314**

