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

From: Account Name : CORPORATE CREATIONS INTERNATIONAL INC.  
Account Number : 110432003053  
Phone : (305)672-0686  
Fax Number : (305)672-9110

**FLORIDA/FOREIGN LIMITED LIABILITY CO.**

**S & A Holdings, LLC**

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## ARTICLES OF ORGANIZATION

### Article I. Name

The name of this Florida limited liability company is:  
S & A Holdings, LLC

### Article II. Address

The street and mailing address of the Company's initial principal office is:  
S & A Holdings, LLC  
1820 North Corporate Lakes Blvd.  
Suite 207  
Weston FL 33326

### Article III. Registered Agent

The name and street address of the Company's registered agent is:  
Aguiles R. Torrealba  
1820 North Corporate Lakes Blvd.  
Suite 207  
Weston FL 33326

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### Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Corporate Creations International Inc.  
11380 Prosperity Farms Road #221E  
Palm Beach Gardens FL 33410  
(561) 694-8107

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Article V. Distribution of Profits

Unless otherwise provided in the Company's Operating Agreement, there shall not be any distribution of profits unless each separate distribution is approved by the affirmative vote of members who own more than 50% of the voting interest in the Company. The voting members shall have complete discretion on when and if to approve any

Article VI. Management

This will be a manager-managed company. The name and address of each manager is:


NUBIA PETIT  
1820 North Corporate Lakes Blvd, Suite 207  
Weston FL 33326

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Article VII. Company Existence

The Company's existence shall begin effective as of 12/18/2006.

The undersigned authorized representative of a member executed these Articles of Organization on 12/18/2006.

  
\_\_\_\_\_  
CORPORATE CREATIONS INTERNATIONAL INC.  
Franco E. Cammarata Vice President  
by Y. Huberdeau as attorney-in-fact

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## STATEMENT OF REGISTERED AGENT

### LIMITED LIABILITY COMPANY:

S & A Holdings, LLC

### REGISTERED AGENT/OFFICE:

Aquiles R. Torrealba  
1820 North Corporate Lakes Blvd.  
Suite 207  
Weston FL 33326

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I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

  
\_\_\_\_\_  
AQUILES R. TORREALBA  
by Y. Huberdeau as attorney-in-fact

Date: 12/18/2006.

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