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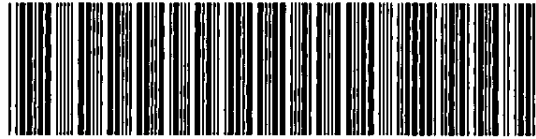
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DB

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: B-MEN SERVICES, LLC
(Name of Limited Liability Company)

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Moses Desolomme
(Name of Person)

B-MEN SERVICES, LLC
(Firm/Company)

2205 East Diana Street
(Address)

Tampa, Florida 33610
(City/State and Zip Code)

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For further information concerning this matter, please call:

Moses Desolomme at (813) 477-7316
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- ☐ \$125.00 Filing Fee ☒ \$130.00 Filing Fee & Certificate of Status ☐ \$155.00 Filing Fee & Certified Copy (additional copy is enclosed) ☐ \$160.00 Filing Fee, Certificate of Status & Certified Copy (additional copy is enclosed)

Mailing Address
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street/Courier Address
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

ARTICLES OF ORGANIZATION
OF
B-MEN SERVICES, LLC

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ARTICLES OF ORGANIZATION

OF

B-MEN SERVICES, LLC

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE 1 – NAME

The name of the limited liability company shall be **B-MEN SERVICES, LLC**, (“Company”).

ARTICLE 2 – ADDRESS

The principal place of business of the Company in Florida shall be 2205 East Diana Street, Tampa, Florida 33610 and the mailing address shall be P.O. box 280285, Tampa, Florida 33682-0285.

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 the provisions of Article 8, 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 – PURPOSE AND POWERS

The general purpose for which the Company is organized is to engage in the business of teen mentoring and to transact 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

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The initial address of registered office of this Company is 2205 East Diana Street, Tampa, Florida 33610. The name and address of the registered agent of this Company is Moses Desolomme at 2205 East Diana Street, Tampa, Florida 33610.

ARTICLE 7 – 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 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 8 – 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 is at least one remaining member.

ARTICLE 9 – MANAGEMENT

The Company shall be managed by a manager or manager(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 names of all such manager(s) who is/are to serve as manager(s) is/are:

Operating Manager: Moses Desolomme

Vice Operating Manager: Wilne Desinor

Secretary: SuzeMerzier

Treasurer: Moses Desolomme

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ARTICLE 10 – INDEMNIFICATION

The Company shall indemnify managers and/or members of the Company who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the managers and/or members was a party because the managers and/or members is or was a manager and/or member of the Company against reasonable attorney fees and expenses incurred by the managers and/or members in connection with the proceeding. The Company may indemnify an individual made a party to a proceeding because the individual is or was a member, manager, 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 member, manager, employee or agent, as the case may be, is permissible in the circumstances because the member, manager, 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, employees and agents of the Company shall apply when such persons are serving at the Company's request while a member, manager, employee or agent of the Company, as the case may be, as a member, manager, partner, trustee, employee or agent of another foreign or domestic Company, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Company. The Company also may pay for or reimburse the reasonable attorney fees and expenses incurred by a member, manager, employee or agent of the Company who is a party to a proceeding in advance of final disposition of the proceeding. The Company also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a member, manager, employee or agent of the Company, whether or not the Company would have power to indemnify the individual against the same liability under the law. All references in these Articles of Organization are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Organization shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a member, manager, employee or agent of the Company or the ability of the Company otherwise to indemnify or advance expenses to any such person by contract or in any other manner. In any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Organization to "member", "manger", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

ARTICLE 11- SUB-CHAPTER S ELECTION

The Company may elect to be an S Corporation, as provided in Sub Chapter-S of the Internal Revenue Code of 1986, as amended.

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11.1 . The shareholders of this Company may elect and, if elected, shall continue such election to be a Company as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the members of the Company unanimously agree otherwise in writing.

11.2 After this Company has elected to be a Company as provided in Sub-Chapter S of the Internal Revenue Code of 1986, none of the members of this company, without the written consent of all the members of this Company shall take any action, or make any transfer or other disposition of the members' certificates of the Company, which will result in the termination of revocation of such election to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

11.3 Once the Company has elected to be a Company of S election, each certificate issued by this Company shall contain the following legend:

"The certificates cannot be transferred if such transfer would
Void the election of the Company to be taxed under Sub-Chapter S
Of the Internal Revenue Code of 1986, as amended."

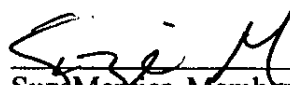
ARTICLE 12-AFFIDAVIT OF MEMEBERSHIP AND CONTRIBUTIONS

The undersigned members of B-MEN SERVICES, LLC certifies:

- 12.1 The above named limited liability company has three members
- 12.2 The total amount contributed by the members is \$100
- 12.3 If any, the agreed value of property other than cash contributed by members is zero.
- 12.4 The total amount of cash and property contributed and anticipated to be contributed by members is \$100.


Moses Desolomne, Member


Wilne Desinor, Member


Suzé Merzler, Member

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

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**CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507,
FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY
COMPANY SUBMITS THE FOLLOWING STATEMENT TO
DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN
THE STATE OF FLORIDA.

1. The name of the limited liability company is B-MEN SERVICES, LLC
2. The name and the Florida street address of the registered agent are:

**Moses Desolomne
2205 East Diana Street
Tampa, Florida 33610**

*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 agent.*


Moses Desolomne

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