

FROM
Division of Corporations

(MON) APR 9 2007 9:04/ST. 9:03/No. 6834432030 P 1
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FLORIDA/FOREIGN LIMITED LIABILITY CO.

BTreats LLC

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ARTICLES OF ORGANIZATION
OF
BTREATS L.L.C.

The undersigned incorporator, for the purposes of forming a limited liability company under the Florida Limited Liability Company Act, hereby adopts the following Articles of Organization.

ARTICLE I NAME

The name of the limited liability company shall be BTREATS L.L.C.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this limited liability company is 245 SE 1st Street, Suite 205, Miami, FL 33131.

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 9, the Company's existence shall be perpetual, unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE V PURPOSES AND POWERS

The Company may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE VI REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Company is Martti Kalkas, 245 SE 1st Street, Suite 225, Miami, FL 33131

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ARTICLE VIII ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all members of the Company and upon such terms and conditions as shall be determined by members. 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 members 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 RIGHT OF FIRST REFUSAL

Existing members are granted the Right of First Refusal with respect of any transfer or assignment of membership whether voluntary or involuntary.

ARTICLE X 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.

ARTICLE XI MEMBERS

The names and addresses of the members of the Company are:

All Here Franchising Ltda
Rua Helena, 28 Conjunto 901
Vila Olimpia, Sao Paulo, SP, Brazil

Marcelo Gorenstein
20225 NE 34th Court, Miami, FL 33180

Adolfo Gorenstein Neto
20225 NE 34th Court, Miami, FL 33180

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ARTICLE XII MANAGEMENT

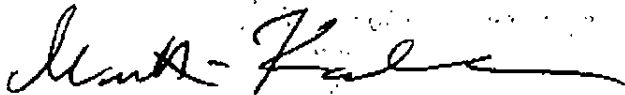
The Limited Liability Company is to be managed by one or more managers and is therefore Manager Managed Company. The initial Operating Manager of this Company shall be:

Marcello Gorenstein
20225 NE 34th Court, Miami, FL 33180

ARTICLE XIII CLASSIFICATION

It is the intent of the members that the Company shall be classified as partnership for Federal Income Tax purposes.

The undersigned has executed these Articles of Organization this 9th day of April 2007.



Martti Kalkas as authorized representative of member Marcello Gorenstein

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CERTIFICATE DESIGNATING THE ADDRESS

AND AN AGENT UPON WHOM PROCESS MAY BE SERVED

Having been named as registered agent and to accept service of process for BTREATS L.L.C., at the place designated in its 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 as provided for in Chapter 608, F.S.

Dated: April 9th 2007.



Registered Agent

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