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**FLORIDA/FOREIGN LIMITED LIABILITY CO.**

**F & R ENTERPRISE, LLC**

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ARTICLES OF ORGANIZATION OF:

**F & R USA ENTERPRISE, LLC**

**The undersigned subscriber to these Articles of Organization is a Natural Person competent to contract and hereby form a Limited Liability Company under the provisions of Chapter 608.407 of the Florida Statutes.**

**ARTICLE I - NAME**

The name of this Limited Liability Company shall be **F & R USA ENTERPRISE, LLC**

**ARTICLE II - ADDRESS**

The mailing address and street address of the principal office of this Company shall be **3521 W. Hillsboro Blvd, Suite # J-208, Coconut Creek, FL 33073.**

**ARTICLE III - DURATION / TERM OF EXISTENCE**

This Company shall commence its existence on the date of the filing of these articles with the Department of State. The existence shall be perpetual, unless the Company is earlier dissolved as provided in these Articles of Organization.

**ARTICLE IV - PURPOSE OF BUSINESS AND POWERS**

This Company may engage in any legal and lawful activity or business permitted under the laws of the United States and of this State. This Company may exercise all power and rights which a Limited Liability Company may exercise under the Florida Limited Liability Company Act.

**ARTICLE V - CAPITAL CONTRIBUTIONS**

The members of this Company shall contribute to the capital of the Company the cash or property set forth in a written subscription agreement.

**ARTICLE VI - ADDITIONAL CAPITAL CONTRIBUTIONS**

Each Member shall make additional Capital Contributions to this Company only on the unanimous consent of the all the members.

**ARTICLE VII - ADMISSION OF NEW MEMBERS**

No additional members shall be admitted to this company except with the unanimous consent of the majority of the members of this Company and on the terms determined by these Articles of Organization.



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**ARTICLE VIII - RESTRICTION ON MEMBERSHIP**

A member may transfer his or her interest in this Company set forth in the regulations of this Company, but the transferee shall have no right to participate in the management of the business and affairs of this Company or become a member unless the majority of the members of this Company other than the member proposing to dispose of his or her interest approve the proposed transfer by written consent.

**ARTICLE IX - MANAGEMENT**

This Company shall be managed by the members in accordance with the regulations adopted by the members for the management of the business and affairs of this Company. These regulations may contain any provisions for the regulation and management of the affairs of this Company not inconsistent with law or these Articles of Organization. The name and addresses of the initial members who shall serve as the initial manager(s) until the successor (s) is (are) elected and qualify(s) in accordance with the regulations of this Company is(are) as follow:

**NAME**

**ADDRESS**

**FREDERICO COELHO VIANA**  
Manager Member

3521 W. Hillsboro Blvd, Suite # J-208, Coconut  
Creek, FL 33073

**ROSANE PIMENTA DE PINHO**  
Manager Member

3521 W. Hillsboro Blvd, Suite # J-208, Coconut  
Creek, FL 33073

**ARTICLE X - AMENDMENT**

These Articles of Organization may be amended in accordance with the Florida Limited Liability Company Act.

**ARTICLE XI - MEMBERS RIGHT TO CONTINUE BUSINESS**

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event that terminates the continued membership of a member in this Company, the remaining members shall have the right to continue the business provided there is at least one remaining member.

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**ARTICLE XII - DISSOLUTION**

This Company may be dissolved at any time on the affirmative vote of at least two thirds (2/3) of majority of the members of this Company entitled to vote thereon. On dissolution, the Company's property and assets shall, after payment of all debts of the Company, be distributed to the members according to the preceding contribution of each one to the capital of this Company.

**ARTICLE XIII - INITIAL REGISTERED OFFICE AND AGENT**

The Street address of the initial registered Office of this company shall be **3521 W. Hillsboro Blvd, Suite # J-208, Coconut Creek, FL 33073**, and the name of the initial registered Agent of this Company at that address is **FREDERICO COELHO VIANA**.

**IN WITNESS WHEREOF**, the undersigned being the original members/organizers here in above named for the purpose of forming a Company to do business in the State of Florida, under the laws of the State of Florida, do make and file these Articles of Organization, here by declaring and certifying that the facts herein stated all true set forth and hereunto set our hands and seals this **May 19<sup>th</sup>, 2007**.

  
**FREDERICO COELHO VIANA**  
Manager Member

  
**ROSANE PIMENTA DE PINHO**  
Manager Member

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

*PURSUANT TO THE PROVISIONS OF SECTION 608, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENTS IN DESIGNATING THE REGISTERED OFFICE AND REGISTERED AGENT, IN THE STATE OF FLORIDA.*

- 1. The name of the Company is **F & R USA ENTERPRISE, LLC**
- 2. The name and address of the registered agent and office is:

**FREDERICO COELHO VIANA**

Registered Agent

**3521 W. Hillsboro Blvd, Suite # J-208, Coconut Creek, FL 33073**  
Address

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in the 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.*

May 19<sup>th</sup>, 2007

  
**FREDERICO COELHO VIANA**  
 Manager Member

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<p>MINUTES OF ORGANIZATIONAL MEETINGS OF</p> <p><b>F &amp; R USA ENTERPRISE, LLC</b></p>
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The organizational meeting of **F & R USA ENTERPRISE, LLC**, a Company organized under the laws of the State of Florida Limited Liability Company, was held by the initial Member on **May 19<sup>th</sup>, 2007**:

The following Members were present at the meeting: **FREDERICO COELHO VIANA and ROSANE PIMENTA DE PINHO.**

The Secretary presented a form of stock certificate for use by the Company. After discussion and upon motion duly made, and unanimously adopted, it was **RESOLVED**, that the form of certificate presented at the meeting be and is approved as the form of stock certificate to be used by the Company in the issuance of its common stock. It was further **RESOLVED** that the Company shall not issue uncertified shares of its common stock.

Upon motion duly made and unanimously adopted, it was **RESOLVED** that the common stock of the Company be issued to the following persons, in the following amounts, for the following consideration, the value of which was determined by the Member to be the value shown below:

Name	Address	Shares
<b>FREDERICO COELHO VIANA</b>	3521 W. Hillsboro Blvd, Suite # J-208, Coconut Creek, FL 33073	<b>500</b>
<b>ROSANE PIMENTA DE PINHO</b>	3521 W. Hillsboro Blvd, Suite # J-208, Coconut Creek, FL 33073	<b>500</b>

Upon motion duly made and unanimously adopted, it was **RESOLVED** that the Company ratify and adopt all previous resolutions, actions, and proceedings of the incorporators of the Company made and entered into, for, or on behalf of the Company, including the filing of the Articles of Organization.

There being no further business to come before the meeting, upon motion duly made and unanimously adopted, the meeting was adjourned.

Approved:

  
**FREDERICO COELHO VIANA**  
 Manager Member

  
**ROSANE PIMENTA DE PINHO**  
 Manager Member

