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**FLORIDA/FOREIGN LIMITED LIABILITY CO.**

**BREEDERS DIRECT LLC**

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**ARTICLES OF ORGANIZATION  
OF  
BREEDERS DIRECT LLC**

**ARTICLE I**

**Name**

The name of this limited liability company is BREEDERS DIRECT LLC (hereinafter "the Company").

**ARTICLE II**

**Address**

The mailing address of the Company's principal office is 3900 Hollywood Boulevard, Suite 101, Hollywood, FL 33021.

**ARTICLE III**

**Duration**

The Company's existence shall commence upon the filing of these Articles of Organization with the Florida Department of State and said existence shall be perpetual.

**ARTICLE IV**

**Initial Registered Office and Agent**

The name and mailing address of the initial registered office and the initial registered agent of the Company is:

World Corporate Services, Inc.  
2665 South Bayshore Drive  
Suite 703  
Miami, Florida 33133

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**ARTICLE V**

**Purpose**

The Company shall be authorized to engage in and transact any and all lawful business within and without the State of Florida or United States for which Limited Liability Companies may be created under § 608.404, Fla. Stat., as amended and supplemented.

**ARTICLE VI**

**Organizer**

The name and street and mailing address of the person signing these Articles as Organizer is:

Timothy D. Richards, Esq.  
2665 South Bayshore Drive  
Suite 703  
Miami, Florida 33133

**ARTICLE VII**

**Management**

The Company will be managed by no less than one (1) manager and is, therefore, a manager-managed company. The following individual shall be the initial manager:

Gwendolyn Pendland

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

  
Timothy D. Richards, Esq., Authorized Representative

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**ORGANIZER**

IN WITNESS WHEREOF, I have made and subscribed these Articles of Organization this 6th day of December, 2007.

  
Timothy D. Richards, Esq.

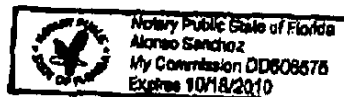
STATE OF FLORIDA       )  
                                  ) SS:  
COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that on this day, before me, personally appeared Timothy D. Richards, who is well known to me to be the person described in and who executed these Articles of Organization as Organizer, and acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me at the County and State last aforesaid this 6th day of December, 2007.

  
NOTARY PUBLIC  
STATE OF FLORIDA AT LARGE

My Commission Expires:



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**ACCEPTANCE OF REGISTERED AGENT**

I HEREBY ACCEPT this appointment of, and designation as registered agent for service of process within the State of Florida of Breeders Direct LLC named in the Articles of Organization hereinabove set forth and I do hereby further state that I may be found as registered agent for service of process upon said proposed corporation at the address set forth in Article IV of such Articles.

IN WITNESS WHEREOF, as said registered agent, I have caused this statement to be signed on this 6th day of December, 2007



Elena Diaz, Vice President  
World Corporate Services, Inc.

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