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FLORIDA/FOREIGN LIMITED LIABILITY CO.

panetopia llc

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ARTICLES OF ORGANIZATION
OF
Panetopia LLC

ARTICLE I

Name

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

ARTICLE II

Address

The initial mailing address of the company is

815 Ponce de Leon Blvd.
Suite 201
Coral Gables, FL 33134

The principal office of the company is

727 U.S. Highway 41 South
Inverness, Florida 34450

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ARTICLE III

Duration

The Company's existence shall commence on the 1st day of January 2008 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:

Clemens Pauly Esq.
815 Ponce de Leon Blvd.
Suite 201
Coral Gables, FL 33134

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ARTICLES 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 Florida Statutes, as amended and supplemented.

ARTICLE VI

Management/Members

The Company is to be managed by its members. The name and address of the members and managers are:

1) Marcus C. Held
815 Ponce de Leon Blvd.
Suite 201
Coral Gables, FL 33134

2) Andrea Wetter
815 Ponce de Leon Blvd.
Suite 201
Coral Gables, FL 33134

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ARTICLE VII

Additional Members

The members shall have the right to admit additional members upon the unanimous consent of all members to the admission of the additional members and to the terms of admission.

ARTICLE VIII

Termination of Membership

If a member of the Company dies, retires, resigns, is dissolved, experiences bankruptcy, or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the remaining members may, by unanimous written agreement, continue the business of the Company.

ARTICLE IX

Regulations

The Members shall have the power to adopt, amend, or repeal regulations of the Company containing provisions for the regulation and management of the affairs of the Company (the "Operating Agreement").

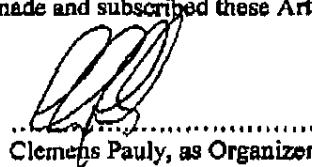
In accordance with the Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

ARTICLE X

Effective Date

These Articles of Organization shall become effective as of January 1st 2008, and the company's existence shall be effective as of January 1st 2008.

IN WITNESS WHEREOF, I have made and subscribed these Articles of Organization this 20 day of December, 2007.



Clemens Pauly, as Organizer

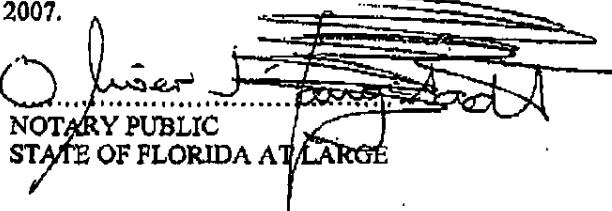
STATE OF FLORIDA)
COUNTY OF MIAMI-DADE) ss:

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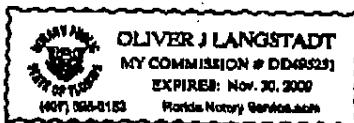
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I HEREBY CERTIFY that on this day, before me, personally appeared Clemens Pauly, who is known to me to be the person described in and who executed these Articles of Organization as Organizer, and acknowledged before me that he executed the same freely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

SWORN TO AND SUBSCRIBED before me at the County and State last aforementioned this 20 day of December, 2007.


Oliver J. Langstadt
NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

My commission expires



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

Pursuant to the provision of Florida Statutes § 608.415, the undersigned submits the following statements in designating the registered office/registered agent for **Panetopia LLC**, in the State of Florida

1. The name and address of the limited liability company is:

Panetopia LLC
727 U.S. Highway 41 South
Inverness, FL 34450

2. The name and address of the registered agent and office is:

Clemens Pauly, Esq.
815 Ponce de Leon Blvd.
Suite 201
Coral Gables, FL 33134

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 as provided for in Chapter 608, F.S.

DATED: 20 December 2007


Clemens Pauly
Registered Agent

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