

# 08000033338

Florida Department of State  
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**FLORIDA/FOREIGN LIMITED LIABILITY CO.**

**ZUMEX ORANGE ENTERPRISES, LLC.**

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**ARTICLES OF ORGANIZATION  
OF  
ZUMEX ORANGE ENTERPRISES, LLC**

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

**ARTICLE I- NAME**

The name of the limited liability company shall be ZUMEX ORANGE ENTERPRISES, LLC The principal place of business of the Company in Florida shall be:

7382 NW 54 ST.,  
Miami, Fl. 33166

The mailing address shall be:

7382 NW 54 ST.,  
Miami, Fl. 33166

**ARTICLE II- DURATION**

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall be perpetual.

**ARTICLE III-PURPOSE AND POWERS**

The general purpose for which the Company is organized is to engage in any lawful business for which a limited liability company may be organized under the laws of the State of Florida. More specifically, the Company's business purpose is to distribute oranges in 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.

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**ARTICLE IV- REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent of the Company in the state of Florida is:

Clodo Romero  
7382 NW 54 ST.,  
Miami, Fl. 33166

**ARTICLE V- CAPITAL CONTRIBUTIONS-Members**

The members of the Company, as listed below, shall have the percentage of ownership as specified bellow:

<u>Name</u>	<u>Percentage</u>
CLODO ROMERO	100%

**ARTICLE VI- CAPITAL CONTRIBUTION**

Each member shall make capital contributions to the Company only upon the unanimous consent of all members.

**ARTICLE VII- 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 all the 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 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.

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**ARTICLE VII- TERMINATION OF EXISTENCE**

The Company shall be dissolved upon consent of a majority of members.

**ARTICLE IX- MANAGEMENT**

The Company shall be managed by a manager in accordance with regulations adopted by the members 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 name and address of the initial manager of the Company is Clodo Romero, 7382 NW 54 ST., Miami, Fl. 33166

**ARTICLE X- MEETING BY CONFERENCE TELEPHONE**

Members of the Board of Directors may participate in special, regular, or annual meetings of the Board of Directors by means of conference telephone or similar communications equipment as provided by Florida Law.

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at Miami, Florida, for the foregoing uses and purpose this April 1, 2008.

  
Clodo Romero

Before me personally appeared, Clodo Romero to me well known to be the agent for the organizers of the above limited liability company, who produced his drivers license and who subscribed the above Articles of Organization, and he freely and voluntarily acknowledged before me according to law that they made the same for the uses and purpose mentioned and set forth in it.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal this April 1, 2008.

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Notary



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

Under the provisions of F.S. 608.414 or 608.507,  
**ZUMEX ORANGE ENTERPRISES, LLC**  
submits the following statement to designate a registered office  
and registered agent in the state of Florida:

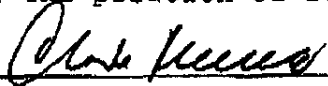
1. The name of the limited liability company is

**ZUMEX ORANGE ENTERPRISES, LLC**

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

Jorge Gaviria 9769 S. Dixie Hwy 101, Miami, Fl. 33156

The undersigned, being the person named in the articles of organization of **ZUMEX ORANGE ENTERPRISES, LLC** as registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.

  
Clodo Romero

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