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Division of Corporations

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From:

Account Name : THE VAN GENT LAW FIRM, A PROFESSIONAL ASSOCIATION
Account Number : I20050000045
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FLORIDA/FOREIGN LIMITED LIABILITY CO.

ZERMA AMERICAS, LLC

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**ARTICLES OF ORGANIZATION
OF
ZERMA AMERICAS, LLC**

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statutes, Chapter 608 (the Florida Limited Liability Company Act), do hereby adopt the following Articles of Organization.

ARTICLE I. NAME:

The name of this Florida limited liability company ("LLC") shall be:
ZERMA AMERICAS, LLC.

ARTICLE II. NATURE OF BUSINESS AND POWERS:

- (a) The general nature of the business and business to be transacted are as follows: To transact any and all lawful activities or business permitted for a limited liability company under the laws of the state of Florida of the United States.
- (b) Without in any way limiting any of the objects and powers of the LLC, it is expressly declared and provided that this LLC, to carry on its business, or for the purpose of accomplishing any of the objects hereinabove mentioned, shall have the power to make and perform contracts of any kind and description, to do any and all other acts and things, and to exercise any and all powers, either as principal, agent or broker, conferred by the laws of the State of Florida upon limited liability companies formed under the laws of said State, and which now or hereafter may be authorized by law.
- (c) Without in any way limiting any of the objects and powers of the LLC conferred to it by the laws of the State of Florida, it is further expressly declared and provided that this LLC, regarding real property, shall have the power to purchase, sell, convey, mortgage, deed, lease, to contract for such actions, and to otherwise enter into and execute any and all contracts relating to real property.

ARTICLE III. PRINCIPAL OFFICE AND MAILING ADDRESS:

The initial principal office address of this LLC shall be 55 Weston Rd., Ste. 325, Weston, FL 33326. The initial mailing address shall be 55 Weston Rd., Ste. 325, Weston, FL 33326.

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ARTICLE IV. EFFECTIVE DATE AND EXISTENCE:

These Articles of Organization shall become effective on JUNE 4, 2008 and the LLC's existence will begin on JUNE 4, 2008. The LLC shall have perpetual existence unless sooner dissolved as provided by law or in the operating agreement of this LLC.

ARTICLE V. MANAGEMENT:

This LLC shall be managed in accordance with provisions adopted by the member(s) for the management of the business and affairs of the LLC. These provisions may be included in an operating agreement or in separate regulations for the LLC and may be any provisions that are not inconsistent with law or the LLC's Articles of Organization. This LLC shall initially be manager-managed. The name and the address of the initial manager(s) (MGR) of the LLC are as follows:

CARLOS GARCIA
55 Weston Rd., Suite 325
Weston, FL 33326

ARTICLE VI. INDEMNIFICATION:

The LLC shall indemnify and hold harmless each and any member, authorized representative of a member who signed the LLC's Articles of Organization, managing member, manager and officer of the LLC, in consideration for his services, whether then in office or not, for all or any portion of any reasonable cost and expenses incurred by him in connection with or arising out of any action, suit, proceeding or asserted claim in which he may be involved by reason of his being or having been a member, authorized representative of a member who signed the LLC's Articles of Organization, manager or officer of the LLC, to the maximum extent permitted by and subject only to the limitation and provisions of the laws of the State of Florida and the laws of the United States.

ARTICLE VII. REGISTERED AGENT, REGISTERED OFFICE AND REGISTERED AGENT'S SIGNATURE:

The name and the Florida street address of the registered agent are:

The Van Gent Law Firm, a Professional Association
2881 E. Oakland Park Blvd., Suite 212
Ft. Lauderdale, FL 33306

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

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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, Florida Statutes.

The Van Gent Law Firm, a Professional Association

By: 
Ronnie van Gent, President

Signature of authorized representative of the member(s):

SUBSCRIBED at Ft. Lauderdale, Florida, this 4th day of June, 2008


Ronnie van Gent, Esq., authorized representative of the member(s)

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