

Division of Corporations

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Florida Department of State  
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To:

Division of Corporations  
Fax Number : (850)617-6383

From:

Account Name : CORPORATE CREATIONS INTERNATIONAL INC.  
Account Number : 110432003053  
Phone : (561)694-8107  
Fax Number : (561)694-1639

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**FLORIDA/FOREIGN LIMITED LIABILITY CO.**

**BAAGS Holdings LLC**

|                       |          |
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| Certificate of Status | 1        |
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## ARTICLES OF ORGANIZATION

### Article I. Name

The name of this Florida limited liability company is:  
BAAGS Holdings LLC

### Article II. Address

The street and mailing address of the Company's initial principal office is:  
BAAGS Holdings LLC  
One North Clematis Street, Suite 305  
West Palm Beach FL 33401

### Article III. Registered Agent

The name and street address of the Company's registered agent is:  
Brian D. Kosoy  
One North Clematis Street, Suite 305  
West Palm Beach FL 33401

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### Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Corporate Creations International Inc.  
11380 Prosperity Farms Road #221E  
Palm Beach Gardens FL 33410  
(561) 694-8107

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**Article V. Distribution of Profits**

Unless otherwise provided in the Company's Operating Agreement, there shall not be any distribution of profits unless each separate distribution is approved by the affirmative vote of members who own more than 50% of the voting interest in the Company. The voting members shall have complete discretion on when and if to approve any distribution of profits.

**Article VI. Management**

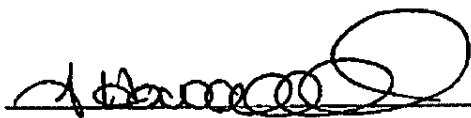
This will be a manager-managed company.

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TALLAHASSEE FLORIDA

**Article VII. Company Existence**

The Company's existence shall begin effective as of July 24, 2008.

The undersigned authorized representative of a member executed these Articles of Organization on July 24, 2008.



CORPORATE CREATIONS INTERNATIONAL INC.  
Taide Baez Vice President  
by A. Howard as attorney-in-fact

Corporate Creations International Inc.  
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## STATEMENT OF REGISTERED AGENT

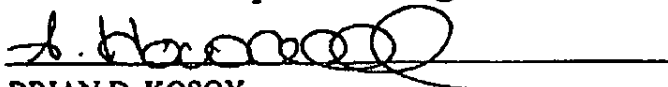
### LIMITED LIABILITY COMPANY:

BAAGS Holdings LLC

### REGISTERED AGENT/OFFICE:

Brian D. Kosoy  
One North Clematis Street, Suite 305  
West Palm Beach FL 33401

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



BRIAN D. KOSOY  
by A. Howard as attorney-in-fact  
Date: July 24, 2008.

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