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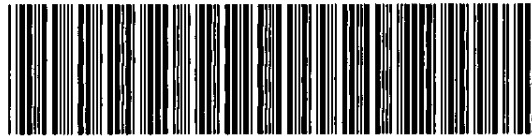
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

B. KOHR

OCT 23 2008

EXAMINER

CORPDIRECT AGENTS, INC. (formerly CCRS)
515 EAST PARK AVENUE
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: ASHLEY SMITH

DATE: 10-22-2008

REF. #: 001455.94783

CORP. NAME: BERRIEZ, LLC

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TALLAHASSEE, FLORIDA

- | | | |
|--|---|---|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input checked="" type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | | |
| <input type="checkbox"/> OTHER: | | |

STATE FEES PREPAID WITH CHECK# 528055 **FOR \$** 125.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ **COST LIMIT: \$** _____

PLEASE RETURN:

- | | | |
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| <input type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input checked="" type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

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CLERK OF THE STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
BERRIEZ, LLC,
a Florida limited liability company

The undersigned, being above the age of eighteen (18) years and competent to contract, for the purpose of organizing a limited liability company pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Organization (the "Articles of Organization"), and does hereby agree and certify as follows:

ARTICLE I - NAME

The name of this limited liability company shall be *Berriez, LLC* (the "Company").

ARTICLE II - COMMENCEMENT OF EXISTENCE

This Company shall commence existence on the date these Articles of Organization are accepted and filed with the Florida Department of State and shall terminate as provided in that certain Company Operating Agreement (the "Operating Agreement") of the Company.

ARTICLE III - PRINCIPAL OFFICE MAILING AND STREET ADDRESS

The initial principal office mailing and street address of the Company shall be located at 1327 North Mills Avenue, Orlando, Florida 32803.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

For purposes of service of process within Florida, the initial registered office of this Company shall be located at 1327 North Mills Avenue, Orlando, Florida 32803 and the initial registered agent of the Company at that address shall be Anne Murugasu-Reid. The Company may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Organization.

ARTICLE V - PURPOSES AND GENERAL POWERS

5.1 Purpose. The general purpose of this Company shall be the transaction of any and all lawful business. This Company shall have all of the powers enumerated in the Florida Limited Liability Company Act, as the same now exists and as hereafter amended, all such other powers as are permitted by applicable law and all those powers set forth in the adopted Operating Agreement of the Company, as amended.

ARTICLE VI - ADMISSION OF NEW MEMBERS

The Company shall admit new Members only upon the consent and authorization of the Members of the Company, as provided in the Operating Agreement.

ARTICLE VII - MANAGING MEMBER

The business and affairs of the Company shall be managed by its Managing Member, as set forth in these Articles of Organization and in the Operating Agreement of the Company. The Managing Member shall have the power and authority to act on behalf of the Company as provided in *Chapter 608, Florida Statutes*, as the same may be amended from time to time, and as further provided in these Articles of Organization and in the Operating Agreement of the Company. The name and business address of the initial Managing Member of the Company is:

Managing Member	Managing Member Business Address
Anne Murugasu-Reid	1327 North Mills Avenue Orlando, Florida 32803

ARTICLE VIII - NON-LIABILITY AND INDEMNIFICATION

8.1 Non-Liability. A Managing Member of this Company, including any future non-member Manager of the Company, shall not be personally liable to the Company or its Members for monetary damages for breach of fiduciary duty as a Managing Member (or Manager), except for liability:

- (a) for a breach of the Managing Member's duty of loyalty to the Company or its Members;
- (b) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law;
- (c) for a transaction from which the Managing Member derived an improper personal benefit;
- or
- (d) under *Section 608.4363(7), Florida Statutes* (or any similar provision of any subsequent law enacted in Florida).

8.2 Indemnification. Each individual or entity who is or was a Managing Member of the Company (and the heirs, executor, personal representatives, administrators, successors or assigns of such individual or entity) who was or is made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a Managing Member of the Company ("Indemnatee"), shall be indemnified and held harmless by the Company to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. In addition to the indemnification conferred in this Article, the Indemnatee shall also be entitled to have paid directly by the Company the expenses reasonably incurred in defending any such proceeding against such Indemnatee in advance of its final disposition, to the fullest extent authorized by applicable law, as the same exists or may hereafter be amended. The Company may, by action of the Managing Member, provide indemnification to such of the officers, employees and agents of the Company to such extent and to such effect as the Managing Member shall determine to be appropriate and authorized by applicable law. The rights and authority conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Organization or Operating Agreement of the Company, agreement, vote of Members or otherwise. Any repeal or amendment of this Article by the Members of the Company shall not adversely affect any right or protection of a Managing Member or officer existing at the time of such repeal or amendment.

ARTICLE IX - AMENDMENT

This Company reserves the right to amend or repeal any provisions contained in these Articles of

Organization, or any amendment hereto, and any right conferred upon the Members is subject to this reservation, which amendment or repeal shall only be effectuated by the unanimous written approval of all Members of the Company.

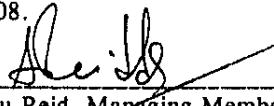
ARTICLE X - ADOPTION OF OPERATING AGREEMENT

The Company shall adopt an Operating Agreement for the Company, which Operating Agreement may contain any provisions for the regulation and management of the business and affairs of the Company not inconsistent with these Articles of Organization, or Chapter 608, *Florida Statutes*.

ARTICLE XI - HEADINGS AND CAPTIONS

The headings or captions of these various Articles of Organization are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned Managing Member does hereby make and file these Articles of Organization declaring and certifying that the facts stated herein are true, and hereby subscribes thereto and hereunto sets its hand and seal this 21 day of October, 2008.


Anne Murugasu-Reid, Managing Member

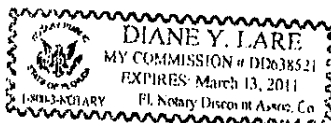
STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY, as an officer duly authorized to take acknowledgments and oaths in the State and County aforesaid, that at the execution of this instrument on the date set forth below, Anne Murugasu-Reid personally appeared before me and executed or acknowledged his previous execution of this instrument. I HEREBY FURTHER CERTIFY, that Anne Murugasu-Reid, is the same person either executing or acknowledging execution of the foregoing instrument because: ☒ I personally know him/her/them OR ☐ I have satisfactory evidence of same based upon a ☐ Florida driver's license or ☐ Other identification: _____, WITNESS my hand and official seal in the State and County aforesaid this

21st day of October, 2008.


Notary Public Signature

(PLACE NOTARY NAME & SEAL IMMEDIATELY BELOW)



REGISTERED AGENT CERTIFICATE OF ACCEPTANCE

In compliance with Section 608.407(1)(d), *Florida Statutes*, the following is submitted:

Berriez, LLC (the "Company") desiring to organize as a domestic limited liability company or qualify under the laws of the State of Florida has named and designated Anne Murugasu-Reid as its Registered Agent to accept service of process within the State of Florida with its registered office located at 1327 North Mills Avenue, Orlando, Florida 32803.

ACKNOWLEDGMENT

Having been named as Registered Agent for the Company at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of that position as set forth in Chapter 608, *Florida Statutes*, as the same may apply to the Company.

DATED this 21 day of October, 2008.



Anne Murugasu-Reid
Registered Agent