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Florida Department of State
Division of Corporations
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FLORIDA/FOREIGN LIMITED LIABILITY CO.

SHALOSH, LLC

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M. THOMAS

JAN 23 2009

1/22/2009

EXAMINER

H09000015618

**ARTICLES OF ORGANIZATION
OF
SHALOSH, LLC**

The undersigned Organizers of a limited liability company organized under the Florida Limited Liability Company Act does hereby adopt the following Articles of Organization for such limited liability company.

ARTICLE I

NAME OF THE LIMITED LIABILITY COMPANY

The name of the limited liability company shall be Shalosh, LLC.

ARTICLE II

REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 27 Fletcher Avenue, Sarasota, Florida 34237. The initial registered agent at such address is David Finkelstein.

ARTICLE III

PRINCIPAL OFFICE

The address of the principal office of the limited liability company is 660-330 St. Mary Avenue, Winnipeg, Manitoba, Canada R3C-3Z5.

ARTICLE IV

PERIOD OF DURATION

The limited liability company's existence shall commence upon the acceptance of these Articles of Organization by the Secretary of State of Florida for filing and shall continue for a period of 30 years, unless sooner dissolved pursuant to the terms of its operating agreement, or as otherwise provided by law.

ARTICLE V

WRITTEN OPERATING AGREEMENT

Any operating agreement entered into by the members of the limited liability company, and any amendments or reinstatements thereof shall be in writing. No oral agreement among any members or managers of the limited liability company shall be deemed or construed to constitute any portion of it, or otherwise affect the interpretation of, any written operating agreement of the limited liability company in existence and as amended from time to time.

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ARTICLE VI**MANAGEMENT**

The business and affairs of the limited liability company shall be governed by members in the manner and subject to the limitations set forth in an operating agreement. The address of the members are as follows:

Jeffrey Shwaid

Gary Altman

Hanania Assor

The actions of a member, manager, or any other person acting in any capacity other than as a manager of the limited liability company in accordance with the terms of its operating agreement shall not bind the limited liability company.

ARTICLE VII**ADMISSION OF ADDITIONAL MEMBERS**

Additional members may be admitted to the limited liability company only upon unanimous consent of the members.

ARTICLE VIII**CONTINUATION AFTER DISASSOCIATION OF A MEMBER**

If there is more than one more and one of the members disassociates themselves from the limited liability company, the limited liability company will continue to exist if the remaining members agree by majority vote to continue the company.

ARTICLE IX**CAPITALIZATION**

The following cash and/or property was or will be contributed by the following members:

Jeffrey Shwaid

Gary Altman

Hanania Assor

IN WITNESS WHEREOF, the aforesaid organizer has caused the execution of the foregoing Articles of Organization on this 15th day of January, 2009.


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Jeffrey Shwaid

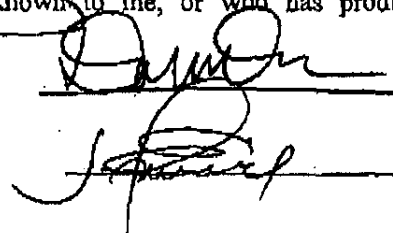

Hanania Assor


Gary Altman by Hanania Assor, PCA

STATE OF FLORIDA)
) ss:
COUNTY OF SARASOTA)

The foregoing instrument was acknowledged before me this 15th day of January, 2009 by Jeffrey Shwaid, who is personally known to me, or who has produced _____ as identification.





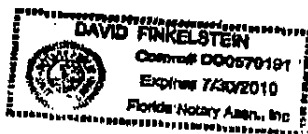
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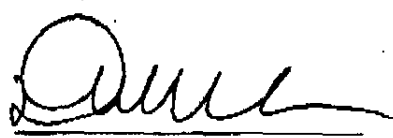
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STATE OF FLORIDA)
) ss:
COUNTY OF SARASOTA)

The foregoing instrument was acknowledged before me this 15th day of January, 2009 by Hanania Assor, who is personally known to me, or who has produced _____ as identification.



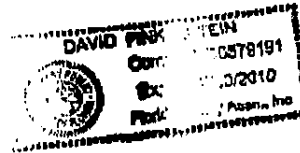
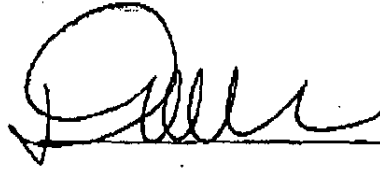


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PROVINCE OF MANITOBA)
DISTRICT OF WINNIPEG) ss:

The foregoing instrument was acknowledged before me this 17 day of January, 2009 by Gary Altman, who is personally known to me, or who has produced _____ as identification.



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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE AND
AGENT FOR SERVICE OF PROCESS WITHIN FLORIDA**

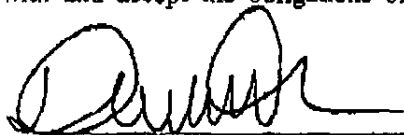
In compliance with Section 607.0501, Florida Statutes, the following is submitted:

First, that Shalosh, LLC, desiring to organize and qualify under the laws of the State of Florida has named David Finkelstein, 27 Fletcher Avenue, Sarasota, Florida 34237 as its agent to accept service of process within Florida.



Jeffrey Shwaid, as President of Shalosh,
LLC

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby agree to act in this capacity. I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



David Finkelstein, Registered Agent

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