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FLORIDA/FOREIGN LIMITED LIABILITY CO.

Red One Foods, LLC

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**ARTICLES OF ORGANIZATION
OF
RED ONE FOODS, LLC**

The undersigned, being a duly authorized representative of a member, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

ARTICLE I

NAME

The name of the limited liability company is **RED ONE FOODS, LLC** (the "Company").

ARTICLE II

ADDRESS

The principal office and mailing address of the Company is:

2525 S.W. 3rd Avenue, Suite 902
Miami, FL 33129

ARTICLE III

REGISTERED AGENT AND OFFICE

The Company designates 1000 Brickell Avenue, Suite 215, Miami, Florida 33131 as the street address of the initial registered office of the Company and names Corporate Maintenance Services, LLC as the Company's initial registered agent at that address to accept service of process within this state.

This Instrument Prepared By:
ROJAS & STANHAM, LLP
Nicholas Stanham, Esquire
Florida Bar No.: 0038822
1000 Brickell Avenue, Suite 215
Miami, Florida 33131
Telephone: (305) 349-1500

ARTICLE IV

MANAGEMENT

The Company shall be conducted, carried on, and managed by at least one (1) Manager. The Manager(s) shall also have the rights and responsibilities described in the Operating Agreement of the Company. The Manager, who shall serve in such capacity until his successor(s) are duly elected and qualified, shall be:

Lionel Berlanga

ARTICLE V

DURATION AND CONTINUATION

The period of the Company's duration shall commence with the filing of these Articles of Organization with the Secretary of State, and shall continue perpetually, unless terminated (i) in accordance with the Company's Operating Agreement, or (ii) by the written agreement of a majority of ownership interest.

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ARTICLE VI

PURPOSE

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE VII

ADDITIONAL MEMBERS


Additional Members may be admitted upon the unanimous written consent of the then existing Members, upon written application of such new Member, in manner set for in the Operating agreement of the Company, if applicable.

ARTICLE VIII

OPERATING AGREEMENT

The power to adopt, alter, amend, or repeal the Operating Agreement of the Company shall be vested in the Members of the Company in the manner set forth in the Operating Agreement of the Company.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 26th day of February, 2009.



Nicholas Stankam
Duly Authorized Representative of a
Member

ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for **RED ONE FOODS, LLC**, to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and acknowledges that the undersigned is familiar with, and accepts, the obligations of such position on this 26th day of February, 2009.

CORPORATE MAINTENANCE SERVICES, LLC



By: Nicholas Stankam, Manager

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