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09 MAY 26 AM 10:29

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED

09 MAY 26 PM 3:35

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. KOHR

MAY 26 2009

EXAMINER

# LAZARUS

## CORPORATE FILING SERVICE

3320 SW 87<sup>TH</sup> AVENUE

MIAMI, FL 33165 (305) 552-5973

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. GRIMCLAN, LLC

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

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### NEW FILINGS

- ☐ Profit
- ☐ Not for Profit
- ☒ Limited Liability
- ☐ Domestication
- ☐ Other

### OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

### AMENDMENTS

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☐ Merger

### REGISTRATION/QUALIFICATION

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

Examiner's Initials

**ARTICLES OF ORGANIZATION  
OF  
GRIMCLAN, LLC.**

FILED  
09 MAY 26 PM 3:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

**ARTICLE ONE - NAME**

The name of the limited liability company shall be : **GRIMCLAN, LLC.**  
("company").

**ARTICLE TWO- ADDRESS**

The principal place of business of the Company in Florida shall be: **782 NW 42ND AVENUE #430 MIAMI FL 33126** and the mailing address shall be the same.

**ARTICLE THREE - EFFECTIVE DATE**

The Articles of Organization shall be effective immediately upon approval of the Secretary of State, State of Florida.

**ARTICLE FOUR – DURATION**

The period of duration for the Limited Liability Company shall commence on the date on which these Articles of Organization are filed with the Department of the State of Florida, and shall be perpetual.

**ARTICLE FIVE – PURPOSES AND POWERS**

The Limited Liability Company is formed to engage in any lawful act or activity under the laws of the State of Florida.

## **ARTICLE SIX – INITIAL REGISTERED AGENT & STREET ADDRESS**

The name and Florida Street address of the initial Registered Agent is:

**LUIS M. LLEONART** : 782 NW 42<sup>ND</sup> AVENUE #430  
MIAMI FL, 33126

## **ARTICLE SEVEN – MANAGEMENT**

The Managers of the Company shall be:

**MANAGING MEMBER** : GUILLERMO A. GRIMBERG  
ARMENIA 2433 PISO 14-B  
BUENOS AIRES, ARGENTINA

**MANAGING MEMBER** : JUANA GERSON DE GRIMBERG  
ARMENIA 2433 PISO 14-B  
BUENOS AIRES, ARGENTINA

**MANAGING MEMBER** : DIEGO MARTIN GRIMBERG  
ARMENIA 2433 PISO 14-B  
BUENOS AIRES, ARGENTINA

**MANAGING MEMBER** : VERNON GRIMBERG  
ARMENIA 2433 PISO 14-B  
BUENOS AIRES, ARGENTINA

**MANAGING MEMBER** : ERIC GRIMBERG  
ARMENIA 2433 PISO 14-B  
BUENOS AIRES, ARGENTINA

## **ARTICLE EIGHT – ADMISSION OF NEW MEMBERS**

No additional members (s) shall be admitted to the Company except by the majority interest of the member (s) of the Company. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the other member (s) of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

## **ARTICLE NINE – TERMINATION OF EXISTENCE**

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by the consent of all the remaining members, provide there are at least one remaining member.

## **ARTICLE TEN – MEMBERS**

The Managers of the company shall be elected by the member (s) in accordance with regulations adopted by the member (s) for the management of the business and affairs of the company. These regulation may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The name and address of the members of the company are:

<b>MEMBERS</b>	<b>PERCENTAGE MEMBERSHIP INTEREST</b>	<b>CONSIDERATION</b>
GUILLERMO A. GRIMBERG ARMENIA 2433 PISO 14-B BUENOS AIRES, ARGENTINA	15 %	\$ 1,800
JUANA GERSON DE GRIMBERG ARMENIA 2433 PISO 14-B BUENOS AIRES, ARGENTINA	10 %	\$ 1,200

DIEGO MARTIN GRIMBERG  
ARMENIA 2433 PISO 14-B  
BUENOS AIRES, ARGENTINA

25 %

\$ 3,000

VERNON GRIMBERG  
ARMENIA 2433 PISO 14-B  
BUENOS AIRES, ARGENTINA

25 %

\$ 3,000

ERIC GRIMBERG  
ARMENIA 2433 PISO 14-B  
BUENOS AIRES, ARGENTINA

25 %

\$ 3,000

Hereby Accepts such offers, upon delivery in full to this company of such consideration, and the managers are hereby authorized, empowered and directed to issue and deliver to each member and appropriate membership certificate reflecting the interest to purchased.

Dated as of this 21st day of May, 2009.

MANAGING MEMBER :

  
GUILLERMO A. GRIMBERG


MANAGING MEMBER :

  
JUANA GERSON DE GRIMBERG

MANAGING MEMBER :

  
DIEGO MARTIN GRIMBERG

MANAGING MEMBER :

  
VERNON GRIMBERG

MANAGING MEMBER :

  
ERIC GRIMBERG

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF ORGANIZATION.**

**LUIS M. LLEONART.**, Having a business office identical with the registered office of the company name above, and having been designated as the Resident Agent in the above and foregoing Articles of Organization, is familiar with and accepts the obligations of the position of Registered Agent.

**LUIS M. LLEONART**

By: 

LUIS M. LLEONART