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**FLORIDA/FOREIGN LIMITED LIABILITY CO.****TOPS & TADO HOLDING COMPANY, LLC**

Certificate of Status	1
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**ARTICLES OF ORGANIZATION  
OF  
TOPS & TADO HOLDING COMPANY, LLC**

The undersigned organizer, pursuant to Section 608.407 Florida Statutes, as amended, does hereby adopt the following Articles of Organization for such limited liability company (the "Company").

**ARTICLE I - NAME**

The name of the Limited Liability Company shall be **TOPS & TADO HOLDING COMPANY, LLC** and the street and mailing address of the Company is 720 Fifth Avenue South, Suite 211, Naples, Florida 34102.

**ARTICLE II - REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of the Company shall be **INTERNATIONAL IMMIGRATION SERVICES, PA, 720 Fifth Avenue South, Ste. 200/211, Naples, Florida 34102**, and the name of the initial registered agent at that address shall be **Karen A. Caco**. ✓

**ARTICLE III - DURATION**

This Company shall commence its existence on the date these Articles are filed, pursuant to Section 608.409 Florida Statutes; and shall be perpetual and exist until dissolved in a manner provided by law.

**ARTICLE IV - NATURE OF BUSINESS**

This Company may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

**ARTICLE V - MANAGEMENT**

The Company is to be managed by one or more managers and is, therefore a manager-managed company pursuant to Section 608.422 Florida Statutes. The names and address of managing members/managers are:

Gitte Madsen  
720 Fifth Avenue South, Suite 211  
Naples, Florida 34102

The managers are the Company's agent for purposes of carrying on its business in the usual way and the act of the manager(s) in the ordinary course of business binds the company even if performed without actual authority.

**ARTICLE VI - MEMBERS**

The names and addresses of the initial members are:

Gitte Madsen  
720 Fifth Avenue South, Suite 211  
Naples, Florida 34102

Flemming Madsen  
720 Fifth Avenue South, Suite 211  
Naples, Florida 34102

**Prepared By:** Karen A. Caco  
International Immigration Services, PA  
Naples, Florida 34102  
Telephone (239) 261-6777

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**ARTICLE VII – ADMISSION OF ADDITIONAL MEMBERS**

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be as follows: No person may be admitted as a member unless each member consents in writing to the admission of the additional member.

**ARTICLE VIII – MEMBERS RIGHTS TO CONTINUE BUSINESS**

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company, the remaining members may elect to continue the business by the unanimous consent of all remaining members within ninety (90) days of such event.


**ARTICLE IX – ORGANIZER**

The name and street address of the Organizer to these Articles of Organization is:

Karen A. Caco, Esq.  
International Immigration Services, PA  
720 Fifth Avenue South, Ste. 200/211  
Naples, Florida 34102

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization at Naples, Collier County, Florida on this 22 day of July, 2009

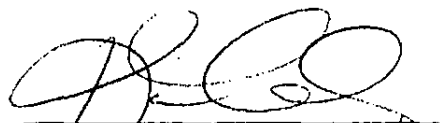
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Karen A. Caco, Esq.  
Authorized Representative

**ACCEPTANCE**

Having been named to accept service of process for the above Company at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 608 Florida Statutes.

WITNESS my hand this 22 day of July, 2009 at Naples, Collier County, Florida.

  
Karen A. Caco, Esq.  
Registered Agent

Prepared By: Karen A. Caco  
International Immigration Services, PA  
Naples, Florida 34102  
Telephone (239) 261-6777

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