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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**FLORIDA/FOREIGN LIMITED LIABILITY CO.****MIABRAZ LLC**

Certificate of Status	0
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Page Count	05
Estimated Charge	\$155.00

**D. BRUCE**

SEP 1 2009

**EXAMINER**

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ARTICLES OF ORGANIZATION  
OF  
MIABRAZ LLC

The undersigned hereby agree(s) to organize a limited liability company under the laws of the State of Florida, Chapter 608, with the following Articles of Organization.

ARTICLE I  
NAME

The limited liability company name shall be:

MIABRAZ LLC

ARTICLE II  
EXISTENCE

The company shall exist in perpetuity from the date of filing unless terminated early under Florida Statute 608.

ARTICLE III  
PURPOSE

The company purpose is to conduct all lawful business and it shall possess all powers now and hereafter conferred by the laws of the State of Florida and the United States upon company.

ARTICLE IV  
PRINCIPAL OFFICE

The post office address, street address, and mailing address of the principal office of the limited liability company is: 6984 Collins Avenue, Miami Beach, Florida 33141 or at any other location that the Members choose to designate.

This document was prepared by: Douglas D. Stratton,, Esquire Florida Bar No. 240966  
407 Lincoln Road, Suite 2A, Miami Beach, Florida 33139  
(305) 672-7772

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ARTICLE V  
INITIAL REGISTERED AGENT

The Initial Registered Agent of the company is: Douglas D. Stratton, Esquire, 407 Lincoln Road, Suite 2A, Miami Beach, Florida, 33139, and the street address of the registered office is: 407 Lincoln Road, Suite 2A, Miami Beach, Florida, 33139.

ARTICLE VI  
INITIAL BOARD OF MANAGERS

The business of the company shall be managed by an Initial Board of Managers consisting of not fewer than one (1) person, the exact number to be determined from time to time in accordance with the by-laws. The name and address of the first Board of Managers who shall serve until the first annual meeting of the members or until their successors are elected and qualified shall be:

<u>NAMES</u>	<u>ADDRESSES</u>
Ana Cecilia Teixeira	6984 Collins Avenue Miami Beach, FL 33141
Marcelo Silveira Serain	6984 Collins Avenue Miami Beach, FL 33141

ARTICLE VII  
POWERS OF MANAGER(S)

The Manager(s) shall exercise all powers conferred by law.

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ARTICLE VIII  
INDEMNIFICATION

The company shall indemnify any and all of its managers or officers against losses and expenses actually and necessarily incurred by them in connection with the defense of any suit which they are parties to by reason of their acts while in their company capacity.

ARTICLE IX  
AMENDMENTS

The company reserves the right to amend, alter, change or repeal any or all provisions of the Articles of Organization in the manner now or hereafter prescribed by Florida Statutes.

ARTICLE X  
MEMBERS

There are at least one Member of this company. The names and addresses of initial Member of the company is as follows:

NAMES

ADDRESSES

Ana C  c  lia Teixeira

6984 Collins Avenue  
Miami Beach, FL 33141

Marcelo Silveira Serain

6984 Collins Avenue  
Miami Beach, FL 33141

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ARTICLE XI  
ADDITIONAL CONTRIBUTIONS TO CAPITAL

Should all Members agree at a regular or special meeting of Members of this limited liability company that additional capital is needed then, in that event, it shall be contributed by all members within a reasonable time as determined at the meeting.

ARTICLE XII  
ADDITIONAL MEMBERS

Should all members agree at a regular or special meeting of the members of this limited liability company that additional members may be admitted, then additional members shall be admitted upon payment of cash or contribution of capital assets per the agreement of all members to accept the same.

ARTICLE XIII  
CONTINUATION OF BUSINESS

Upon the death, retirement, resignation, expulsion, bankruptcy or the occurrence of any other event which would terminate the continued membership of members in this limited liability company, the other members have the right to continue the business of the company as reconstituted without the departing members, pursuant to the terms and conditions as set forth in the company's by-laws.

IN WITNESS WHEREOF, the undersigned, being the original members of the company, have executed these Articles of Organization this 27 day of August, 2009

Ana Cecilia Teixeira  
By: ANA CECILIA TEIXEIRA

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STATE OF New York  
COUNTY OF New York

BEFORE ME, the undersigned authority, personally appeared ANA CECILIA TEIXEIRA who produced DL 8546259 exp 7/27/14 for identification and who has taken an oath and who executed the foregoing Articles of Organization and she acknowledged before me that she executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State aforementioned this 27 day of August 2009.

Mario Bernudez  
NOTARY PUBLIC

My Commission Expires:

**MARIO BERNUDEZ**  
Notary Public, State of New York  
No. 01808106783  
Qualified in New York County  
Commission Expires Nov 03, 2012

Mario Bernudez 8/27/09

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated limited liability company, at the place designated in these Articles of Organization, I hereby accept to act in this capacity, and agree to comply with the provisions in Chapter 608, Florida Statutes, relative to keeping open said office.

Douglas D. Stratton  
Douglas D. Stratton, REGISTERED AGENT

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