

Division of Corporations

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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850)617-6383

From:

Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (561)694-8107
Fax Number : (561)694-1639

EFFECTIVE DATE
10/16/09

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

09 OCT 20 AM 8:01

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TALLAHASSEE, FLORIDA

FLORIDA/FOREIGN LIMITED LIABILITY CO.

Zempersol Holdings, LLC

Certificate of Status	1
Certified Copy	0
Page Count	04
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ARTICLES OF ORGANIZATION

Article I. Name

The name of this Florida limited liability company is:
Zempersol Holdings, LLC

Article II. Address

The street and mailing address of the Company's initial principal office is:
Zempersol Holdings, LLC
1643 Brickell Ave., Suite 3502
Miami FL 33129

Article III. Registered Agent

The name and street address of the Company's registered agent is:
David Filler, Esq.
1688 Meridian Avenue, Suite 902
Miami Beach FL 33139

Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Levey, Filler, Rodriguez, Kelso & De Bianchi, LLP
1688 Meridian Avenue, Suite 902
Miami Beach FL 33139
(305) 672-5007

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Article V. Distribution of Profits

Unless otherwise provided in the Company's Operating Agreement, there shall not be any distribution of profits unless each separate distribution is approved by the affirmative vote of members who own more than 50% of the voting interest in the Company. The voting members shall have complete discretion on when and if to approve any distribution of profits.

Article VI. Management

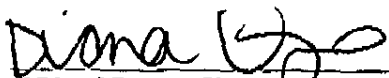
This will be a manager-managed company. The name and address of each manager is:

ZEMPORSOL MANAGEMENT, LLC
1643 Brickell Ave., Suite 3502
Miami FL 33129

Article VII. Company Existence

The Company's existence shall begin effective as of October 16, 2009.

The undersigned authorized representative of a member executed these Articles of Organization on October 20, 2009.



CORPORATE CREATIONS INTERNATIONAL INC.

Taide Baez Vice President
by Diana Urrego as attorney-in-fact

Levey, Filler, Rodriguez, Kelso & De Bianchi, LLP
1688 Meridian Avenue, Suite 902
Miami Beach FL 33139
(305) 672-5007

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STATEMENT OF REGISTERED AGENT

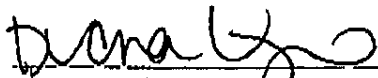
LIMITED LIABILITY COMPANY:

Zempersol Holdings, LLC

REGISTERED AGENT/OFFICE:

David Filler, Esq.
1688 Meridian Avenue, Suite 902
Miami Beach FL 33139

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



DAVID FILLER, ESQ.
by Diana Urrego as attorney-in-fact

Date: October 16, 2009..

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