

Division of Corporations

W09000104012

attn: Marsha Thomas

Florida Department of State
Division of Corporations
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FLORIDA/FOREIGN LIMITED LIABILITY

THEROS LLC

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OCT 28 2009

EXAMINER



October 28, 2009

FLORIDA DEPARTMENT OF STATE
Division of Corporations

EXPRESS CORPORATE FILING

SUBJECT: THEROS LLC
REF: W09000047991

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Marsha Thomas
Regulatory Specialist II

FAX Aud. #: H09000228810
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**ARTICLES OF ORGANIZATION
OF
THEROS LLC**

ARTICLE I

Name

The name of this limited liability company is THEROS LLC (hereinafter "the Company").

ARTICLE II

Address

The principal street and mailing address of the Company is 735 14th Place, # 1, Miami Beach, FL 33139.

ARTICLE III

Duration

The Company's existence shall commence upon the filing of the Articles of Organization with the Florida Department of State and its existence shall be perpetual.

ARTICLE IV

Initial Registered Office and Agent

The name and mailing address of the initial registered office and the initial registered agent of the Company is:

**International Corporations and Trust Services, LLC
999 Brickell Avenue, Suite 600
Miami, Florida 33131**

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ARTICLE V

Purpose

The Company shall be authorized to engage in and transact any and all lawful business within and without the State of Florida or United States for which Limited Liability Companies may be created under §608.404, Fla. Stat., as amended and supplemented.

ARTICLE VI

Organizer

The name and street and mailing address of the person signing these Articles as Organizer is:

Stefan R. Seuss
999 Brickell Avenue, Suite 600
Miami, Florida 33131

ARTICLE VII

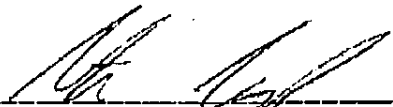
Management

The Company will be managed by no less than one (1) manager or more, therefore, a manager-managed company. The initial managers shall be:

Jason Harlan
735 14th Place, #1
Miami Beach, Florida 33139

Bruno Bueno
735 14th Place, # 1
Miami Beach, FL 33139

In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under penalties of perjury that the facts stated herein are true.



Stefan R. Seuss, Authorized Representative

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ORGANIZER

IN WITNESS WHEREOF, I have made and subscribed these Articles of Organization this 26th day of October, 2009.

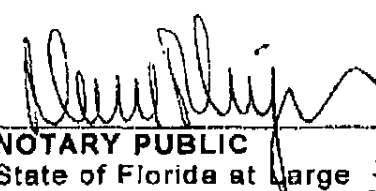


Stefan R. Seuss

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

I **HEREBY CERTIFY** that on this day, before me, personally appeared, Stefan R. Seuss, who is well known to me to be the person described in and who executed these Articles of Organization as Organizer, and acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me at the County and State last aforesaid this 26th day of October, 2009.




NOTARY PUBLIC
State of Florida at Large

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My Commission Expires:

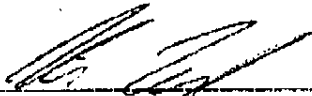
NOTARY PUBLIC STATE OF FLORIDA
 Mercedes R. Mijenes
Commission # DD741774
Expires: DEC. 13, 2011
BONDED THRU ATLANTIC BONDING CO., INC.

ACCEPTANCE OF REGISTERED AGENT

I HEREBY ACCEPT this appointment of, and designation as, registered agent for service of process within the State of Florida of THEROS LLC, as named in the Articles of Organization herein above set forth and I do hereby further state that I may be found as registered agent for service of process upon said proposed limited liability company at the address set forth in Article IV of such Articles.

IN WITNESS WHEREOF, as said registered agent, I have caused this statement to be signed on this 26th day of October, 2009.

International Corporations and Trust Services, LLC

By: 
Stefan R. Seuss, Manager

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