Electronic Articles of Organization
For
Florida Limited Liability Company

L09000121127
FILED 8:00 AM
December 22, 2009
Sec. Of State
thampton

Article I

The name of the Limited Liability Company is:

NEWCO ACQUISITION, LLC

Article II

The street address of the principal office of the Limited Liability Company is:

1916 BAY ROAD
MIAMI BEACH, FL. 33139

The mailing address of the Limited Liability Company is:

1916 BAY ROAD
MIAMI BEACH, FL. 33139

Article III

The purpose for which this Limited Liability Company is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The name and Florida street address of the registered agent is:

MARK C ALHADEFF
767 41ST STREET
MIAMI BEACH, FL. 33140

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Registered Agent Signature: MARK ALHADEFF

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Article V

The name and address of managing members/managers are:

Title: MGRM
KODSI ISAAC
701 W. CYPRESS CREEK ROAD, 3RD FLOOR
FT. LAUDERDALE, FL. 33309 US

Title: MGRM
ANDREW MIRMELLI
18901 N.E. 14TH AVE., #102
MIAMI, FL. 33179

Article VI

The effective date for this Limited Liability Company shall be:

12/22/2009

Signature of member or an authorized representative of a member

Signature: MARK ALHADEFF