

Division of Corporations

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Florida Department of State
Division of Corporations
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Account Number : I20070000136
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**FLORIDA/FOREIGN LIMITED LIABILITY CO.
JEMAG LLC**

| | |
|-----------------------|----------|
| Certificate of Status | 0 |
| Certified Copy | 1 |
| Page Count | 03 |
| Estimated Charge | \$155.00 |

C. LEWIS**FEB 10 2010****EXAMINER****RECEIVED****10 FEB -9 AM 6:26****SECRETARY OF STATE
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**ARTICLES OF ORGANIZATION
OF
JEMAG LLC**

The undersigned, being a duly authorized representative of a member, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

**ARTICLE I
NAME**

The name of the limited liability company is JEMAG LLC (the "Company").

**ARTICLE II
ADDRESS**

The principal office address of the Company is:

2525 Ponce de Leon Blvd.
Suite 1225
Miami, FL 33134

The mailing address of the Company is:

2525 Ponce de Leon Blvd.
Suite 1225
Miami, FL 33134

**ARTICLE III
REGISTERED AGENT AND OFFICE**

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

Interamerican Corporate Services LLC
2525 Ponce de Leon Blvd., Suite 1225
Coral Gables, Florida 33134

**ARTICLE IV
OPERATING AGREEMENT**

The power to adopt, alter, amend, or repeal an operating agreement for the Company shall be vested in the Members of the Company.

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TALLAHASSEE, FLORIDA**ARTICLE V**
MANAGEMENT

The Company shall be conducted, carried on, and managed by at least three (3) Managers. The Managers shall also have the rights and responsibilities described in the Operating Agreement of the Company, if applicable. The Managers shall serve in such capacity until their successors are duly elected and qualified.

The name and address of the initial Managers are as follows:

| <u>Title:</u> | <u>Name and Address:</u> |
|---------------|---|
| Manager | Joe Ackerman 175 SW. 7 th Street Suite 2114 Miami, FL 33130 |
| Manager | Edmond Harbour 175 SW. 7 th Street Suite 2114 Miami, FL 33130 |
| Manager | Marco Ferri 2525 Ponce de Leon Blvd. Suite 1225 Miami, FL 33134 |
| Manager | Alexander F. Fox 2525 Ponce de Leon Blvd. Suite 1225 Miami, FL 33134 |
| Manager | Gavin Beekman 175 SW. 7 th Street Suite 2114 Miami, FL 33130 |

ARTICLE VI
DURATION AND CONTINUATION

The period of the Company's duration shall commence with the filing of these Articles of Organization with the Secretary of State, and shall continue perpetually, unless terminated (i) in accordance with the Company's Operating Agreement, if applicable or (ii) by the written agreement of a majority of ownership interest if the Company.

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ARTICLE VII
PURPOSE

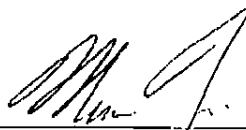
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The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE VIII
ADDITIONAL MEMBERS

Additional Members may be admitted upon the approval of a majority of the ownership interest of the Company, upon the written application of such new Member, in the manner set forth in the Operating Agreement of the Company, if applicable.

IN WITNESS WHEREOF, the undersigned hereby executes these Articles of Organization as of the 8th day of February, 2010.



Marco Ferri
Duly Authorized Representative of a Member

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ACCEPTANCE OF REGISTERED AGENT
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned agrees to act as registered agent for JEMAG LLC to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and acknowledge that the undersigned is familiar with, and accepts, the obligations of such position on this 8th day of February, 2010.

INTERAMERICAN CORPORATE SERVICES LLC

By: 
Marco Ferri, Manager