

Division of Corporations

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Florida Department of State  
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**To:**  
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**From:**  
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.  
Account Number : 110432003053  
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**FLORIDA/FOREIGN LIMITED LIABILITY CO.  
VIP POWER & ENERGY SYSTEMS, LLC**

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EXAMINER

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## ARTICLES OF ORGANIZATION

### Article I. Name

The name of this Florida limited liability company is:  
VIP POWER & ENERGY SYSTEMS, LLC

### Article II. Address

The street and mailing address of the Company's initial principal office is:  
VIP POWER & ENERGY SYSTEMS, LLC  
16175 Golf Club Road, Apt. 111  
Weston FL 33326

### Article III. Registered Agent

The name and street address of the Company's registered agent is:  
Anibal Duarte-Viera  
5835 Blue Lagoon Drive, Suite 100  
Miami FL 33126

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### 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.

Corporate Creations International Inc.  
11380 Prosperity Farms Road #221E  
Palm Beach Gardens FL 33410  
(561) 694-8107

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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 member-managed company. The name and address of each member is:

DONATO VINCIGUERRA  
16175 Golf Club Road, Apt. 111  
Weston FL 33326  
ORESTE VINCIGUERRA  
16175 Golf Club Road, Apt. 111  
Weston FL 33326  
BRIGIDA VINCIGUERRA  
16175 Golf Club Road, Apt. 111  
Weston FL 33326

Article VII. Company Existence

The Company's existence shall begin effective as of March 1, 2010.

The undersigned authorized representative of a member executed these Articles of Organization on March 1, 2010.



CORPORATE CREATIONS INTERNATIONAL INC.  
Jim E. "JP" Perkins Senior Vice President  
by Evans Gedeon as attorney-in-fact

Corporate Creations International Inc.  
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## STATEMENT OF REGISTERED AGENT

LIMITED LIABILITY COMPANY:

VIP POWER & ENERGY SYSTEMS, LLC

REGISTERED AGENT/OFFICE:

Anibal Duarte-Viera  
5835 Blue Lagoon Drive, Suite 100  
Miami FL 33126  
UNITED STATES

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.



ANIBAL DUARTE-VIERA  
by Evans Gedeon as attorney-in-fact

Date: March 1, 2010.

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