

# L10000048313

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**FLORIDA LIMITED LIABILITY CO.  
BFC BRANDS US, LLC**

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ARTICLES OF ORGANIZATION  
OF  
BFC BRANDS US, LLC

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as an authorized representative of the initial members of the above captioned Limited Liability Company, under the provisions of the Florida Limited Liability Company Act, Chapter 608, *Florida Statutes*, adopts the following Articles of Organization:

**ARTICLE I**  
**NAME & ADDRESS**

The name of this limited liability company is BFC BRANDS US, LLC (the "Company") and its principal office is and mailing address is 3800 W. Bay to Bay Boulevard, Suite 23, Tampa, Florida 33629.

**ARTICLE II**  
**EFFECTIVE DATE**

The Company shall commence its existence upon the filing of these Articles of Organization with the Florida Secretary of State.

**ARTICLE III**  
**PURPOSE OF ORGANIZATION**

The Company is organized to enable its members to transact any lawful business for which a limited liability company may be organized under Florida law.

John N. Giordano, Esq.  
Florida Bar No.: 0358762  
Bush Ross, P.A.  
1801 N. Highland Avenue, Tampa, FL 33602  
Facsimile Audit No.: H10000110260 3

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**ARTICLE IV**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Company shall be 1801 N. Highland Avenue, Tampa, Florida 33602, and the initial registered agent of the Company at such address is BUSH ROSS REGISTERED AGENT SERVICES, LLC.

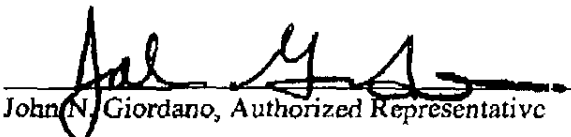
**ARTICLE V**  
**OPERATING AGREEMENT**

The power to adopt, alter, amend or repeal an Operating Agreement governing the operation of the Company shall be vested in its members.

**ARTICLE VI**  
**INDEMNIFICATION**

If the criteria set forth in §608.4229, *Florida Statutes*, or any successor statute, and the Company's Operating Agreement have been met, then the Company shall indemnify any manager or member, or former manager or member, his or its personal representatives, devisees or heirs, in the manner and to the extent contemplated by §608.4363, *Florida Statutes*.

IN WITNESS WHEREOF, the undersigned authorized representative of the initial members has executed these Articles of Organization this 5<sup>th</sup> day of May, 2010.

  
John N. Giordano, Authorized Representative

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**CERTIFICATE DESIGNATING  
REGISTERED AGENT**

Pursuant to the provisions of Chapter 608, *Florida Statutes*, BFC BRANDS US, LLC, desiring to organize as a limited liability company under the laws of the State of Florida, by action of its members, hereby designates BUSH ROSS REGISTERED AGENT SERVICES, LLC, as its Registered Agent for the purpose of accepting service of process within such State and designates 1801 N. Highland Avenue, Tampa, Florida 33602, the business of its Registered Agent, as its Registered Office.

  
John N. Giordano, Authorized Representative

**ACKNOWLEDGMENT**

BUSH ROSS REGISTERED AGENT SERVICES, LLC hereby accepts the appointment as Registered Agent of the above named Company and agrees to act as such in accordance with the provisions of Chapter 608, *Florida Statutes*.

BUSH ROSS REGISTERED AGENT  
SERVICES, LLC

By:   
John N. Giordano, Vice President

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