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Fax Number : (850) 617-6383

From: Account Name : GBS CONSULTANTS, INC.  
Account Number : 120050000012  
Phone : (954) 659-8835  
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FLORIDA LIMITED LIABILITY CO.  
FPC AMERICA, LLC

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T. HAMPTON

JUN 25 2010

EXAMINER

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**ARTICLES OF ORGANIZATION OF  
FPC AMERICA, LLC.**

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the Laws of the State of Florida, Florida statute 608 Florida Limited Liability Company Act, providing for the information, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

**ARTICLE I  
NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of the limited liability company shall be FPC AMERICA, LLC. and its principal office shall be located at 2800 Glade Cir. Suite 111, Weston, FL 33327 and mailing address shall be the same, Miami-Dade County, State of Florida, but it shall have the power and authority to establish branch office at any other places as the members may designate.

**ARTICLE II  
PURPOSES AND POWERS**

In addition to the powers authorized by the Laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business good will, rights, assets, and liabilities of any person, firm, or association carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, domestic or foreign, or of any domestic or foreign state, government, or government authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel or rescind any of such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or

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permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons , and perform any service under contract or otherwise for any entity, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

- 6. To do everything necessary, proper, advisable, or convenient or the accomplishment of any of the purposes, of the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with other incidental or pertaining to, or going out of, or connected with its business or powers, provides the same shall not be inconsistent with the laws of the Sate of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted, by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

**ARTICLE III  
EXERCISE OF POWERS**

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

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**ARTICLE IV  
MANAGEMENT**

The Company shall be managed by members/managers and is therefore a member/manager - managed company. The initial managers shall be four (4) and members of the Company shall be three (3), to hold office until their successors has been duly elected and qualified, or until their earlier resignations, removal from office or death.

Last Name	First Name	Middle Name	Position
Budejcn	Javier	K	MGR/MBR
Afonso	Antonio		MGR/MBR
Moreno	Andres		MGR
Hernandez	Michel		MGR/MBR

Whose address shall be 2800 Glade Cir. Suite 111, Weston, FL 33327.

**ARTICLE V  
MEMBERSHIP RESTRICTIONS**

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, of the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

**ARTICLE VI  
PROFITS AND LOSSES**

- (a) Profit sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal distributive share on profits. The distributive share of the profit shall be determined and paid to the members each year on the anniversary date of the commencement date being the date of the filing of these Articles.

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- (b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cove such losses, by the members in equal shares.

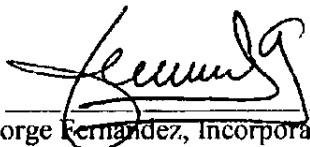
**ARTICLE VII  
DURATION**

This limited liability company shall exist perpetually until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

**ARTICLE VIII  
INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The office and mailing address of the initial registered office of the limited liability company is GBS Consultants, Inc. 18501 Pines Blvd Suite 201 Pembroke Pines Fl. 33029, County of Broward, and the name of the company's initial registered agent at that address is GBS Consultants, Inc.

**IN WITNESS WHEREOF**, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of organization of, **FPC AMERICA, LLC.** under the laws of the State of Florida, this JUNE 25, 2010.

  
\_\_\_\_\_  
Jorge Fernandez, Incorporator

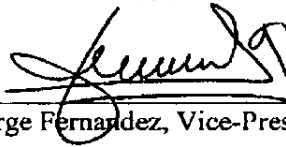
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**ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF ORGANIZATION**

GBS Consultants, Inc. having a business office identical with the registered office of the Limited Liability Company name above, and having been designated as the Registered Agent in the above and foregoing Articles of organization, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.

GBS Consultants, Inc.



Jorge Fernandez, Vice-President

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