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FLORIDA LIMITED LIABILITY CO.  
PROSERV AMERICA, LLC

|                       |          |
|-----------------------|----------|
| Certificate of Status | 0        |
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THE NINTH JUDICIAL CIRCUIT  
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ARTICLES OF ORGANIZATION  
OF  
PROSERV AMERICA, LLC

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statute 608 entitled the Florida Limited Liability Company Act, does hereby adopt the following Articles of Organization for such company:

ARTICLE I

The name of the limited liability company is PROSERV AMERICA, LLC "Company")

ARTICLE II

DURATION AND EFFECTIVE DATE

The period of this Company's duration shall commence upon the filing of these Articles of Organization with the Department of State and shall be perpetual, unless terminated by the unanimous written agreement of all members.

ARTICLE III

PURPOSE

The Company shall be authorized to engage in and transact any and all lawful business within and without the State of Florida or United States for which companies may be registered under Chapter 608, Florida Statutes, as amended and supplemented.

PREPARED BY: JESUS URQUIZA  
833 SW 167 AVE  
PEMBROKE PINES, FL 33127

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ARTICLE IV

ADDRESS

The mailing and street address of the principal office of the limited liability Company is:

833 SW 167 AVE  
PEMBROKE PINES, FL 33127

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this company is 833 SW 167 AVE, PEMBROKE PINES, FL 33127 and the name of the registered agent of this company at that address is JESUS URQUIZA

ARTICLE VI

ADMISSION OF ADDITIONAL MEMBERS

Additional members may be admitted upon the approval of the majority in interest of the existing members, upon the written application of such new member.

ARTICLE VII

RIGHT TO CONTINUE BUSINESS

The death, retirement, resignation, expulsion, dissolution, bankruptcy, dissociation or withdrawal of any member, or the occurrence of any other event that terminates the continued membership of a member in the Company shall not cause the Company to be dissolved or its affairs to be wound-up, and upon the occurrence of such event, the Company shall be continued without dissolution and without any affirmative acts or requirement on the part of the Members.

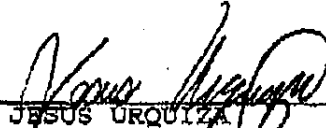
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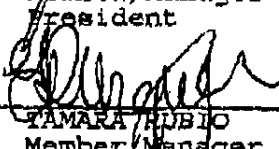
ARTICLE VIII  
MANAGEMENT OF THE COMPANY

The business of the Company shall be managed by the members and the name, positions and address of the initial managing members are:

| <u>NAME/ADDRESS</u>   | <u>POSITION</u>         | <u>%</u> |
|---|-------------------------|----------|
| JESUS URQUIZA<br>833 SW 167 AVE<br>PEMBROKE PINES, FL 33127 | MGR/MEMBER<br>PRESIDENT | 50       |
| TAMARA RUBIO<br>833 SW 167 AVE<br>PEMBROKE PINES, FL 33127  | MGR/MEMBER<br>SECRETARY | 50       |

IN WITNESS WHEREOF, the undersigned members have executed these Articles of Organization this 20th day of July, 2010.

  
\_\_\_\_\_  
JESUS URQUIZA  
Member/Manager  
President

  
\_\_\_\_\_  
TAMARA RUBIO  
Member/Manager  
Secretary

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in the Articles of Organization, I hereby accept this 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.

IN WITNESS WHEREOF, as said registered agent, I have executed this Statement on this 20th day of July, 2010.

  
\_\_\_\_\_  
JESUS URQUIZA

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