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FILED

10 JUL 26 PM 12:01

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## COVER LETTER

**TO: Registration Section  
Division of Corporations**

**SUBJECT: SMARTCARDZ ENTERPRISES, LLC**  
Name of Limited Liability Company

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Marilyn Sanchez-Osorio, Esq. Mgrm

Name of Person

Firm/Company

250 Catalonia Avenue, Suite 607

Address

Coral Gables, Florida 33134-6727

City/State and Zip Code

msanchezosorio@yahoo.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Marilyn Sanchez-Osorio, Esq.

Name of Person

at ( 786 ) 301-0216

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

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|--|--|---|---|
| <input type="checkbox"/> \$125.00 Filing Fee | <input checked="" type="checkbox"/> \$130.00 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$155.00 Filing Fee &<br>Certified Copy<br>(additional copy is enclosed) | <input type="checkbox"/> \$160.00 Filing Fee,<br>Certificate of Status &<br>Certified Copy<br>(additional copy is enclosed) |
|--|--|---|---|

**Mailing Address**

Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street/Courier Address**

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

## **ARTICLES OF ORGANIZATION**

**OF**

## **SMARTCARDZ ENTERPRISES, LLC.**

**FILED**  
10 JUL 26 PM 12:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608, hereby makes, acknowledges and files the following Articles of Organization:

### **ARTICLE 1 – NAME**

The name of the limited liability company shall be **SMARTCARDZ ENTERPRISES, LLC**, ("Company").

### **ARTICLE 2 – ADDRESS**

The principal place of business of the Company in Florida shall be 250 Catalonia Avenue, Suite 607, Coral Gables, Florida 33134-6727 and the mailing address shall be the same.

### **ARTICLE 3 – EFFECTIVE DATE**

These Articles of Organization shall be effective immediately upon approval of the Secretary of State, State of Florida.

### **ARTICLE 4 – DURATION**

Subject to the provisions of Article 8, the Company's existence shall terminate no later than 99 years from its date of commencement, unless the Company is earlier dissolved as provided in these Articles of Organization.

### **ARTICLE 5 – PURPOSES AND POWER**

The general purpose for which the Company is organized is to engage in the business of creation and sale of trading cards and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

MSO | LAW™ |

**The Law Offices of Marilyn Sánchez-Osorio, PLC**  
250 Catalonia Avenue, Suite 607, Coral Gables, FL 33134-6727

## **ARTICLE 6 – REGISTERED AGENT AND REGISTERED OFFICE**

The initial address of registered office of this Company is 250 Catalonia Avenue, Suite 607, Coral Gables, Florida 33134-6727. The name and address of the registered agent of this Company is The Law Offices of Marilyn Sánchez-Osorio, PLC, c/o Marilyn Sánchez-Osorio, Esquire, 250 Catalonia Avenue, Suite 607, Coral Gables, Florida 33134-6727.

## **ARTICLE 7 – ADMISSION OF NEW MEMBERS**

No additional member(s) shall be admitted to the Company except with the unanimous written consent of all the member(s) of the Company and upon such terms and conditions as shall be determined by all the member(s). A member may transfer her or his interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other member(s) of the Company, other than the member proposing to dispose of her or his interest, approve of the proposed transfer by unanimous written consent.

## **ARTICLE 8 – TERMINATION OF EXISTENCE**

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there are at least one remaining member.

## **ARTICLE 9 – MANAGEMENT**

The Company shall be managed by a manager or manager(s) in accordance with regulations adopted by the member(s) for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The name(s) of all such manager(s) who is/are to serve as manager(s) is/are:

Operating Manager: Brenda I. Peabody

Vice-Operating Manager: Walfredo I. Consuegra, IV

Vice-Operating Manager: Marilyn Sánchez-Osorio, Esq.

Secretary: Marilyn Sánchez-Osorio, Esq.

Treasurer: Marilyn Sánchez-Osorio, Esq.

whose addresses shall be the same as the principal office of the Company.

### **ARTICLE 10 – INDEMNIFICATION**

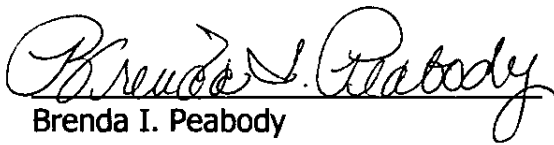
The Company shall indemnify managers and officers of the Company who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the manager or officer was a party because the manager or officer is or was a manager or officer of the Company against reasonable attorney's fees and expenses incurred by the manager or office in connection with the proceeding. The Company may indemnify an individual made a party to a proceeding because the individual is or was a manager, officer, employee or agent of the Company against liability if authorized in the specific case after determination, in the manner required by the member(s), the indemnification of the manager, officer, employee or agent of the Company, as the case may be, is permissible in the circumstances because the manager, officer, employee or agent has met the standard of conduct set forth by the member(s).

The indemnification and advancement of attorney's fees and expenses for manager, officer, employees and agents of the Company shall apply when such persons are serving the Company's request while a manager, officer, employee or agent of the Company, as the case may be, as a manager, officer, partner, trustee, employee or agent of another foreign or domestic Company, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Company. The Company also may pay for or reimburse the reasonable attorney's fees and expenses incurred by a manager, officer, employee or agent of the Company who is a party to a proceeding in advance of final disposition of the proceeding. The Company also may purchase and maintain insurance on behalf of an individual arising from the individual's status as manager, officer, employee or agent of the Company, whether or not the Company would have power to indemnify the individual against the same liability under the law.

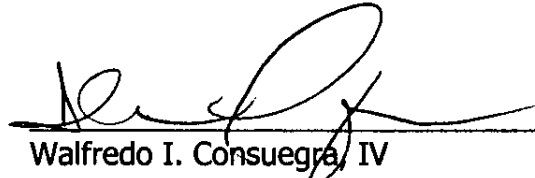
All references in these Articles of Organization are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Organization shall limit or preclude the exercise of any right relating to indemnification or advance of attorney's fees and expenses to any person who is or was a manager, officer, employee or agent of the Company of the ability of the Company otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the

foregoing provisions regarding indemnification or advancement of the attorney's fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Organization to "manager", "officer", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

**IN WITNESS WHEREOF**, the undersigned have made and subscribed these Articles of Organization at Coral Gables, Florida, for the foregoing uses and purposes, this July 23, 2010.



Brenda I. Peabody  
Operating Manager



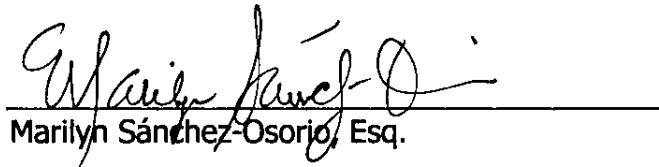
Walfredo I. Consuegra, IV  
Vice-Operating Manager



Marilyn Sánchez-Osorio, Esq.  
Vice-Operating Manager

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

Marilyn Sánchez-Osorio, Esquire, of The Law Offices of Marilyn Sánchez-Osorio, PLC, 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 Section 608.4155, Florida Statutes, and other applicable Florida Statutes.



Marilyn Sánchez-Osorio, Esq.