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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

10 OCT 11 PM 3:13

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S. HAWKES

OCT 11 2010

EXAMINER

S. HAWKES

OCT 11 2010

EXAMINER



FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 23, 2010

ELLIOTT M COHEN
18704 NW 80TH TERRACE
ALACHUA, FL 35615

SUBJECT: MATSYA LLC
Ref. Number: W10000044626

We have received your document for MATSYA LLC and your check(s) totaling \$160.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6955.

Suzanne Hawkes
Regulatory Specialist II

Letter Number: 510A00022663

COVER LETTER

**TO: Registration Section
Division of Corporations**

SUBJECT: Matsya 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:

Elliott M. Cohen

Name of Person

Matsya LLC

Firm/Company

18704 NW 80th Terrace

Address

Alachua, Florida 35615

City/State and Zip Code

emcohen@hotmail.com

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

For further information concerning this matter, please call:

Elliott M. Cohen

Name of Person

at (386)

418-4277 C 352 494-5678
Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

- ☐ \$125.00 Filing Fee ☐ \$130.00 Filing Fee & Certificate of Status ☐ \$155.00 Filing Fee & Certified Copy (additional copy is enclosed) ☒ \$160.00 Filing Fee, Certificate of Status & Certified Copy (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

Limited Liability Company Articles of Organization

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10 OCT 11 PM 3:13
CLERK OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, who intend to form and create a single member Limited Liability Company, PURSUANT TO THE Statutes of the State of Florida, do hereby state and certify the following:

1. The name of the Liability Company shall be Matsya LLC.
2. The registered office of the company is located at 18704 NW 80th Terrace, City of Alachua, State of Florida. Its registered agent is Elliott M. Cohen for service of process.
3. The principal place of business of the Company is located at 18704 NW 80th Terrace, City of Alachua, State of Florida.
4. The purpose for which the company is formed is to engage in any lawful acts or activities for which limited liability companies may be formed under laws of the above named State.
5. The company shall have a duration of 30 years and it shall dissolve at the end of said time frame.
6. Indemnification.
 - a. The company shall indemnify any person who is or was a party, who is threatened to be made a party, to any threatened, pending, or completed action, suitor proceeding, whether civil, criminal, administrative, or investigative, including all appeals, by reason of the fact that he or she is or was a member, managing member, or employee of the company, or is or was serving at the request of the company as a director, trustee, officer, or employee of another limited liability company, corporation, partnership, joint venture, trust, or other enterprise, against any and all expenses (including reasonable attorney's fees) judgments, decrees, fines, penalties, and amounts paid in settlement, which were actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if he or she acted in good faith and in a manner which he or she reasonably believed to be in, or at least not opposed to, the best interests of the company, and with respect to any criminal action or proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful. The termination of any action,

suit, or proceeding by judgment, order, settlement, conviction, or plea of nolo contendere, or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or at least not opposed to, the best interest of the company.

- b. The foregoing indemnification shall not apply in the case of an action, suit, or proceeding if the claim, matter, or issue raised therein is determined by a court of competent jurisdiction to have resulted from the negligence or misconduct of the member seeking indemnization; provided, however, that such indemnification shall nonetheless apply if, in view of all of the circumstances of the case, such court shall determine that such member(s) is/are fairly and reasonably entitled to indemnification, with respect to such expenses, judgments, decrees, fines, penalties, and amounts paid in settlement as determined by the court.
- c. Expenses of each person indemnified hereunder, incurred in defending against a civil, criminal, administrative, or investigative action, suit or proceeding (including all appeals), or threat thereof, may be paid by the company in advance of the final disposition of such action, suit, or proceeding, as authorized by a majority in interest of the members, upon receipt of an undertaking by such person to repay such amount unless it shall ultimately be determined that he or she is entitled to by indemnification by the corporation.

7. Composition of management. The management of the company will be vested in its single member.

8. The names and addresses of the Manager(s) of the Company are as follows:

Elliott M. Cohen
18704 NW 80th Terrace, Alachua, Florida 32615

9. The amount of capital each Member has contributed or has agreed to contribute:

Member
Capital Contributed

Elliott M. Cohen (only member of single member LLC)

Real estate addressed 9123 NW 219th Place, Alachua, Florida 32615

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CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

Member
Capital Agreed to Contribute

Elliott M. Cohen (only member of single member LLC)

Real estate addressed 9133 NW 219th Place, Alachua, Florida 32615

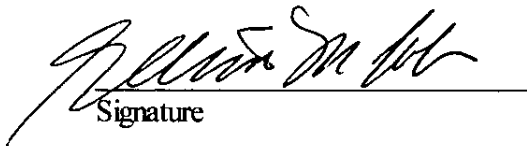
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10. The Member may only discontinue business upon an event of dissolution only according to the terms of the Operating Agreement.

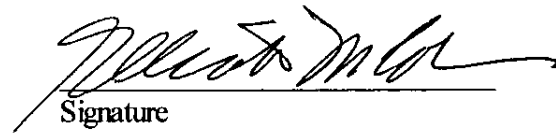
ACCEPTANCE OF REGISTERED AGENT:



MANAGING MEMBER:


Signature

MEMBERS:



Signature

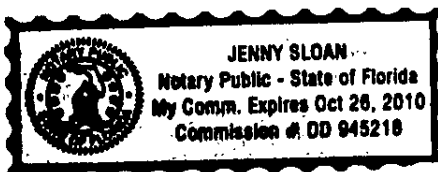
STATE OF Florida

COUNTY OF Alachua

On the 4th day of October, 2010, personally appeared
before me Elliott Cohen, the signer(s) of the within
instrument, who duly acknowledged to me that they executed the same.

FLDL 0500-213-45-088-0


Notary Public



Capital City Bank 15000 NW 140th St.
Residing at: Alachua, FL 32615

10-26-10
My Commission expires: