

# L10000132199

Florida Department of State  
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FLORIDA LIMITED LIABILITY CO.  
Omniprex America, LLC

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EXAMINER

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## ARTICLES OF ORGANIZATION

### Article I. Name

The name of this Florida limited liability company is:  
Omniprex America, LLC

### Article II. Address

The street and mailing address of the Company's initial principal office is:  
Omniprex America, LLC  
1111 Kane Concourse, Suite 201  
Bay Harbor Islands FL 33154

### Article III. Registered Agent

The name and street address of the Company's registered agent is:  
David F. Filler, Esq.  
1688 Meridian Ave., 9th Floor  
Miami Beach FL 33139

### Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Levey, Filler, Rodriguez, Kelso & De Bianchi, LLP  
1688 Meridian Ave., 9th Floor  
Miami Beach FL 33139  
(305) 672-5007

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Article V. Distribution of Profits

Unless otherwise provided in the Company's Operating Agreement, there shall not be any distribution of profits unless each separate distribution is approved by the affirmative vote of members who own more than 50% of the voting interest in the Company. The voting members shall have complete discretion on when and if to approve any distribution of profits.

Article VI. Management

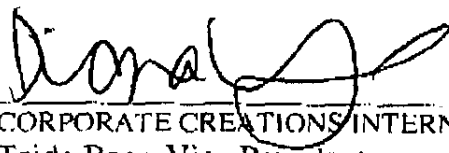
This will be a manager-managed company. The name and address of each manager is:

Claudio Moller  
1111 Kane Concourse, Suite 201  
Bay Harbor Islands FL 33154

Article VII. Company Existence

The Company's existence shall begin effective as of December 29, 2010.

The undersigned authorized representative of a member executed these Articles of Organization on 12/29/2010.



CORPORATE CREATIONS INTERNATIONAL INC.

Taide Baez Vice President  
by Diana Urrego as attorney-in-fact

Levey, Filler, Rodriguez, Kelso & De Bianchi, LLP  
1688 Meridian Ave., 9th Floor  
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## STATEMENT OF REGISTERED AGENT

### LIMITED LIABILITY COMPANY:

Omniprex America, LLC

### REGISTERED AGENT/OFFICE:

David F. Filler, Esq.  
1688 Meridian Ave., 9th Floor  
Miami Beach FL 33139

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



DAVID F. FILLER, ESQ.  
by Diana Urrego as attorney-in-fact

Date: December 29, 2010.

Levey, Filler, Rodriguez, Kelso & De Bianchi, LLP  
1688 Meridian Ave., 9th Floor  
Miami Beach FL 33139  
(305) 672-5007

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