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TALLAHASSEE, FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: MEDINA & MARTINEZ, P.L.
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:

Julio R. Martinez, CPA

Name of Person

Medina & Martinez, P.L.

Firm/Company

7270 NW 12th Street, Suite 545

Address

Miami, FL 33126

City/State and Zip Code

jmartinez@mmpl-cpa.com

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

For further information concerning this matter, please call:

Julio R. Martinez, CPA

Name of Person

at (305) 972-8015

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

**ARTICLES OF ORGANIZATION
OF
MEDINA & MARTINEZ, P.L.**

Article I. Name and Purpose

The name of this Florida professional limited liability company is:

Medina & Martinez, P.L.

The Company is being formed for the practice of public accounting, auditing, tax, management consulting and other activities permitted under applicable law.

Article II. Duration

The duration of the Company shall be perpetual unless the Company dissolves in accordance with the provisions of the Company's Regulations or these Articles of Organization.

Article III. Address

The mailing address and the street address of the principal office of the Company are:

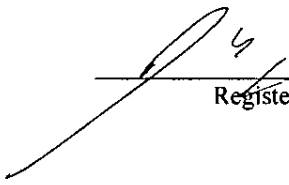
Medina & Martinez, P.L.
7270 NW 12th Street, Suite 545
Miami, Florida 33126

Article IV. Registered Agent

The name and address of the registered agent of the Company is:

Julio R. Martinez, CPA
7270 NW 12th Street, Suite 545
Miami, Florida 33126

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the 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 as provided for in Chapter 608, F.S.



Registered Agent's Signature

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Article V. Percentage Interest: Membership Certificate

A member's interest in the Company shall be evidenced by a Membership Certificate issued by the Company and profits and losses of the Company shall be allocated to the members as stipulated in the Company's Operating Agreement.

Article VI. Dissolution

The Company shall be dissolved upon the death, bankruptcy, dissolution or termination of a member's membership in the Company for any reason, unless the business of the Company is continued by the consent of all the remaining members of the Company within 30 days after any of these events.

Article VII. Admission of Additional Members

No person may be admitted as an additional member unless a majority of the Units consent in writing to the issuance of Units to an additional member for fair consideration.

Article VIII. Transferability of Member's Interest

No member shall have the right to assign the member's interest in the Company without the written agreement of a majority of the Units. If a majority of the Units do not approve the assignment, 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.

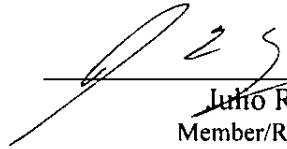
Article IX. Management

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

| <u>Title:</u> | <u>Name and Address:</u> |
|-----------------|---|
| Managing Member | TMC & Associates, Inc. 869 NW 135 th Court Miami, Florida 33182 |
| Managing Member | Julio R. Martinez, C.P.A., P.A. 15775 SW 150 th Court Miami, Florida 33187 |

Article X. Company Existence

The Company's existence shall begin effective as of January 1st, 2011.



Julio R. Martinez
Member/Registered Agent

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.)

Date: January 1st, 2011