

# L-110000008757

Florida Department of State  
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To:

Division of Corporations  
Fax Number : (850)617-6383

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FLORIDA LIMITED LIABILITY CO.  
CALIXIMPERIUM USA LLC

Certificate of Status	1
Certified Copy	0
Page Count	04
Estimated Charge	\$130.00

A. LUNT

JAN 21 2010

EXAMINER

# ARTICLES OF ORGANIZATION

## Article I. Name

The name of this Florida limited liability company is:  
**CALIXIMPERIUM USA LLC**

## Article II. Address

The street and mailing address of the Company's initial principal office is:  
**CALIXIMPERIUM USA LLC**  
7928 East Drive, # 1204  
Miami Beach FL 33141

## Article III. Registered Agent

The name and street address of the Company's registered agent is:

Sergio Nuñez  
7928 East Drive, # 1204  
North Bay Village FL 33141

## 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.

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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:

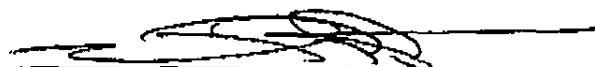
Luis Agramunt  
7928 East Drive, # 1204  
Miami Beach FL 33141

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MIAMI BEACH FLORIDA

#### Article VII. Company Existence

The Company's existence shall begin effective as of January 19, 2011.

The undersigned authorized representative of a member executed these Articles of Organization on 1/19/2011.



SERGIO NUNEZ  
by W. Phillip Palmisano as attorney-in-fact

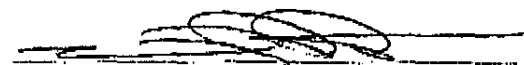
STATEMENT OF REGISTERED AGENT

LIMITED LIABILITY COMPANY:  
CALIXIMPERIUM USA LLC

REGISTERED AGENT/OFFICE:  
Sergio Nuñez  
7928 East Drive, # 1204  
North Bay Village FL 33141

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TALLAHASSEE, FLORIDA

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.



SERGIO NUNEZ  
by W. Phillip Palmisano as attorney-in-fact

Date: January 19, 2011.