Division of Corporations

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# Florida Department of State

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Division of Corporations

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Account Name : CORPORATE CREATIONS INTERNATIONAL INC.

Account Number : 110432003053 Phone : (561)694-8107 Fax Number : (561)694-1639

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SECRETARY OF STATE

# FLORIDA LIMITED LIABILITY CO. BACG INTERNATIONAL LLC

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Electronic Filing Menu

Corporate Filing Menu

Help

### H11000061022

#### FILED SECRETARY OF STATE DIVISION OF CORPORATIONS

#### ARTICLES OF ORGANIZATION.

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#### Article I. Name

The name of this Florida limited liability company is: BACG INTERNATIONAL LLC

#### Article II. Address

The street and mailing address of the Company's initial principal office is: BACG INTERNATIONAL 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 member-managed company. The name and address of each member is:

Flavio Norberto Antunez 7928 East Drive, # 1204 Miami Beach FL 33141

## Article VII. Company Existence

The Company's existence shall begin effective as of March 8, 2011.

The undersigned authorized representative of a member executed these Articles of Organization on 3/8/2011.

SERCIO NUISEZ

by W. Phillip Palmisano as attorney-in-fact

## STATEMENT OF REGISTERED AGENT

# LIMITED LIABILITY COMPANY: BACG INTERNATIONAL LLC

**REGISTERED AGENT/OFFICE:** 

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

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: March 8, 2011.

SECRETARY OF STATEON OF CORPORATION