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

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Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
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TALLAHASSEE, FLORIDA

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FLORIDA LIMITED LIABILITY CO.
fortuny water usa, llc

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$155.00

C. LEWIS

MAR 31 2011

EXAMINER

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H 11 0000 83408

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**ARTICLES OF ORGANIZATION
OF
FORTUNY WATER USA, LLC.**

2011 MAR 30 AM 7:36

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being a duly authorized representative of a manager, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

**ARTICLE I
NAME**

The name of the limited liability company is **Fortuny Water USA, LLC.** (the "Company").

**ARTICLE II
ADDRESS**

The principal office and mailing address of the Company is as follows: **234 NE 34TH Street, Miami Florida 33137**

**ARTICLE III
REGISTERED AGENT AND OFFICE**

The Company designates **234 NE 34TH Street, Miami Florida 33137** as the street address of the initial registered office of the Company and names **Javier Cierco** as the Company's initial registered agent at that address to accept service of process within this state.

**ARTICLE IV
MANAGEMENT**

The Company shall be conducted, carried on, and managed by at least one (1) Manager. The Manager(s) shall also have the rights and responsibilities described in the Operating Agreement of the Company. The Managers, who shall serve in such capacity until his successor is duly elected and qualified, shall be:

**Javier Cierco / Managing Member
Guillermo Ancira / Managing Member**

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ARTICLE V
DURATION AND CONTINUATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The period of the Company's duration shall commence with the filing of these Articles of Organization with the Secretary of State, and shall continue perpetually, unless terminated (i) in accordance with the Company's Operating Agreement, or (ii) by the written agreement of a majority of ownership interest.

ARTICLE VI
PURPOSE

The purpose for which the Company is being formed is to engage in any activity or business permitted under laws of the United States and the State of Florida.

ARTICLE VII
ADDITIONAL MANAGERS

Additional Managers may be admitted upon the approval of a majority of the ownership interest of the Company, upon the written application of such new Manager, in the manner set forth in the Operating Agreement of the Company.

ARTICLE VIII
OPERATING AGREEMENT

The power to adopt, alter, amend, or repeal the Operating Agreement of the Company shall be vested in the Managers of the Company in the manner set forth in the Operating Agreement of the Company.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this

29 day of March, 2011


Javier Cierco
Managing Member


Guillermo Ancira
Managing Member

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ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for **Fortuny Water USA, LLC**, to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and acknowledges that the undersigned is familiar with, and accepts, the obligations of such position on this 29 day of March, 2011.

Fortuny Water USA, LLC

By: 

Javier Cierco
Registered Agent.

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TALLAHASSEE, FLORIDA

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

From: Account Name : JONATHAN D. BELOFF, P.A.
Account Number : I20080000060
Phone : (305) 673-1101
Fax Number : (305) 673-5505

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**FLORIDA LIMITED LIABILITY CO.
GADCOR, LLC**

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$160.00

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MAR 31 2011

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ARTICLES OF ORGANIZATION OF

GADCOR, LLC

2011 MAR 30 AM 7:40

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a limited liability company for the purposes set forth herein and in conformance with the Florida Limited Liability Company Act, does hereby establish the following:

1. **Name.** The name of the limited liability company is:

GADCOR, LLC

2. **Duration.** The period of duration of the limited liability company is perpetual unless sooner dissolved as provided by statute.
3. **Purpose.** This limited liability company is organized for the purpose of engaging in any lawful business in which a limited liability company may engage under Florida law.
4. **Principal Place of Business and Mailing Address.** The address of its principal place of business, as well as the mailing address for this limited liability company is:

***1691 Michigan Ave.
Suite 320
Miami Beach, Florida 33139***

5. **Registered Agent and Office.** The name and address of its initial registered agent in the State of Florida, whose Consent to appointment as Registered Agent accompanies these Articles, is:

***JONATHAN D. BELOFF
1691 Michigan Ave.
Suite 320
Miami Beach, Florida 33139***

6. **Initial Members.** The names of the initial members of the limited liability company and their addresses are as follows:

***PAZBO INC., a Canadian corporation
c/o Jonathan D. Beloff
1691 Michigan Ave.
Suite 320
Miami Beach, Florida 33139***

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TALLAHASSEE, FLORIDA

7. **Admission of Additional Members.** Additional Members will be admitted only pursuant to the terms of the operating agreement to be entered into by the Members of the Company, or upon such other terms as are unanimously agreed to by all Members entitled to a dividend upon dissolution or liquidation.
8. **Additional Liability of Members.** Additional capital contributions of the Members may be required, but only upon the vote of a majority of Members pursuant to the terms of an operating agreement to be entered into between the Members of this limited liability company.
9. **Continuity.** The remaining Members of the limited liability company will have the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or occurrence of any other event which terminates the continued Membership of a Member in this limited liability company. The return of capital and the distribution of profits shall be determined from the limited liability company's books, as of the effective date of withdrawal, based on the provisions of the regulations, and paid as soon as practicable without diminishing the prospects of the limited liability company's ventures and subject to the limitations of Florida law.
10. **Management.** The business of the company shall be reserved to and conducted under the exclusive management of its Members according to the provisions of an operating agreement to be entered into by the Members of the Company. This is a member managed company.

Dated: March 29, 2011

PAZBO INC., a Canadian corporation

By: Shalom Mathalone
Shalom Mathalone, Director

MEMBER

Prepared by:

Jonathan D. Beloff, Esq.;
FL Bar #178838
Jonathan D. Beloff, Esq.
1691 Michigan Ave., Suite 320,
Miami Beach, Florida 33139
(305) 673-1101

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

2011 MAR 30 AM 7:40

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

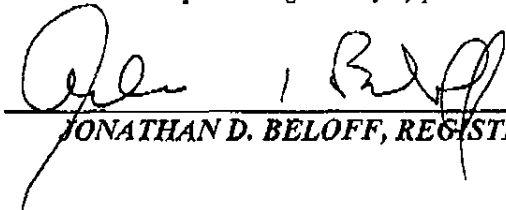
1. The name of the limited liability company is:

GADCOR, LLC

2. The name and the Florida street address of the registered agent are:

**JONATHAN D. BELOFF
1691 Michigan Ave.
Suite 320
Miami Beach, Florida 33139**

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.



JONATHAN D. BELOFF, REGISTERED AGENT

Prepared by:

Jonathan D. Beloff, Esq.;
FL Bar #178838
Jonathan D. Beloff, Esq.
1691 Michigan Ave., Suite 320,
Miami Beach, Florida 33139
(305) 673-1101

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