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## To:

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Fax Number : (850) 617-6383

## From:

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

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**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

Email Address: \_\_\_\_\_

**FLORIDA LIMITED LIABILITY CO.  
BIVIAX USA LLC**

Certificate of Status	0
Certified Copy	1
Page Count	05
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A. LUNT

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EXAMINER

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H11000129904 3 ⑤

ARTICLES OF ORGANIZATION

OF

bivix USA LLC

ARTICLE I

Name

The name of this limited liability company is bivix USA LLC (hereinafter the Company").

ARTICLE II

Address

The initial mailing address and principal office of the company is

815 Ponce de Leon Blvd.  
Suite P-209  
Coral Gables, FL 33134

ARTICLE III

Duration

The Company's existence shall commence upon the filing of these Articles of Organization with the Florida Department of State and said existence shall be perpetual.

ARTICLE IV

Initial Registered Office and Agent

The name and mailing address of the initial registered office and the initial registered agent of the Company is:

Clemens W. Pauly, Esq.  
815 Ponce de Leon Blvd.  
Suite P-209  
Coral Gables, FL 33134

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H11000129904 3

## ARTICLES V

### **Purpose**

The Company shall be authorized to engage in and transact any and all lawful business within and without the State of Florida or United States for which Limited Liability Companies may be created under § 608.404 Florida Statutes, as amended and supplemented.

## ARTICLE VI

### **Management/Members**

The Company is to be managed by its members. The name and address of the initial member and manager is:

Ingo Kumbrink  
815 Ponce de Leon Blvd,  
Coral Gables, FL 33134

## ARTICLE VII

### **Additional Members**

The members shall have the right to admit additional members upon the unanimous consent of all members to the admission of the additional members and to the terms of admission.

## ARTICLE VIII

### **Termination of Membership**

If a member of the Company dies, retires, resigns, is dissolved, experiences bankruptcy, or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the remaining members may, by unanimous written agreement, continue the business of the Company.

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**ARTICLE IX**

**Regulations**

The Members shall have the power to adopt, amend, or repeal regulations of the Company containing provisions for the regulation and management of the affairs of the Company (the "Operating Agreement").

In accordance with the 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.

IN WITNESS WHEREOF, I have made and subscribed these Articles of Organization this 11<sup>th</sup> day of May, 2011.



Clemens W. Pauly, as Organizer

CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA

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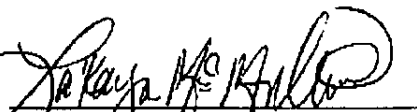
STATE OF FLORIDA                    )  
  ) ss:  
COUNTY OF MIAMI-DADE        )

I **HEREBY CERTIFY** that on this day, before me, personally appeared Clemens W. Pauly, who is known to me to be the person described in and who executed these Articles of Organization as Organizer, and acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

**SWORN TO AND SUBSCRIBED** before me at the County and State last aforementioned this 11<sup>th</sup> day of May, 2011.

Notary stamp or seal:



  
NOTARY PUBLIC  
STATE OF FLORIDA AT LARGE

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

Pursuant to the provision of Florida Statutes § 608.415, the undersigned submits the following statements in designating the registered office/registered agent for bivix USA LLC, in the State of Florida

1. The name and address of the limited liability company is:

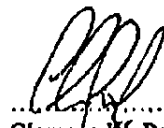
bivix USA LLC  
815 Ponce de Leon Blvd.  
Suite P-209  
Coral Gables, FL 33134

2. The name and address of the registered agent and office is:

Clemens W. Pauly, Esq.  
815 Ponce de Leon Blvd.  
Suite P-209  
Coral Gables, FL 33134

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.

DATED: May 11, 2011



Clemens W. Pauly  
Registered Agent

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CLERK OF CIRCUIT COURT

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