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**FLORIDA LIMITED LIABILITY CO.  
MARCELLUS ENTERPRISES LLC**

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EXAMINER

MAY 18 2011

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**ARTICLES OF ORGANIZATION  
OF  
MARCELLUS ENTERPRISES LLC**

**ARTICLE I  
Name**

The name of this limited liability company is **MARCELLUS ENTERPRISES LLC**.

**ARTICLE II  
Existence**

This limited liability company shall have perpetual existence.

**ARTICLE III  
Purpose**

This limited liability company is created for any lawful purpose (except that special statutes for the regulation and control of specific types of businesses shall control when in conflict herewith) and for the benefit of its members and such business as may be agreed on by its members.

**ARTICLE IV  
Registered Agent and Address**

The mailing and street address of the principal office of the limited liability company shall be 1536 Kish Boulevard, New Port Richey, Florida 34655 and such other place or places as may be designated by the Manager from time to time. The name and address of the initial registered agent of the limited liability company shall be Pennington, Moore, Wilkinson, Bell & Dunbar, P.A., 2701 North Rocky Point Drive, Suite 900, Tampa, Florida 33607.

**ARTICLE V  
Initial Members**

The initial members of the limited liability company shall have the right to admit additional members upon the following terms and conditions:

1. Said members must wish to associate themselves with the limited liability company for the business purposes stated;
2. Said members must pay an initial capital contribution in an amount to be established by the existing members; and
3. The death, retirement, resignation, expulsion, bankruptcy or dissolution of a member of this limited liability company, or the occurrence of any other event which

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terminates the continued membership of a member in the limited liability company shall not result in the dissolution of this limited liability company. Rather, the remaining members of the limited liability company shall have the right to continue the business of the limited liability company notwithstanding the foregoing events.

**ARTICLE VI**  
**Management of Company**

The management of the limited liability company shall be member-managed. The manager shall also hold the office and shall have the responsibility accorded to it by the members as set out in the regulations of the limited liability company. The name and address of the initial member-manager which is to serve as manager until the first annual meeting of the members or until its successor is elected and qualified is Marcelo Equino, 1536 Kish Boulevard, New Port Richey, Florida 34655.

**ARTICLE VII**  
**Effective Date of Company**

The Effective Date of the existence of the Company shall commence on the date of execution and acknowledgment of these Articles of Organization, provided that these Articles of Organization are filed with the State of Florida Department of State within five (5) business days of such date. Otherwise, corporate existence shall commence on the date of filing of these Articles of Organization.

IN WITNESS WHEREOF, for the purpose of forming a limited liability company under the laws of the State of Florida, the undersigned executed these Articles of Organization on this 17<sup>th</sup> day of May, 2011.

By: 

Christian F. O'Ryan, Esq.  
Authorized Representative

**ACCEPTANCE**

Having been named as Registered Agent for **MARCELLUS ENTERPRISES LLC**, I hereby state that I am familiar with and accept the duties and responsibilities of the position of Registered Agent for this limited liability company.

PENNINGTON, MOORE, WILKINSON,  
BELL & DUNBAR, P.A.

By: 

Christian F. O'Ryan, Esq.

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