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The Kids Health Shoppe.com LLC

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AUG 31 2011

**EXAMINER** 

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# ARTICLES OF ORGANIZATION

### Article I. Name

The name of this Florida limited liability company is: The Kids Health Shoppe.com LLC

# Article II. Address

The street and mailing address of the Company's initial principal office is:

The Kids Health Shoppe.com LLC 7000 SW 62nd Ave., Suite 100 Miami FL 33143

## Article III. Registered Agent

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

Rafael Villa 7000 SW 62nd Ave., Suite 100 Miami FL 33143

# 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:

Rode LLC 7000 SW 62nd Ave., Suite 100 Miami FL 33143 The Kids Health Club, LLC 7000 SW 62nd Ave., Suite 100 Miami FL 33143

# Article VII. Company Existence

The Company's existence shall begin effective as of August 29, 2011.

The undersigned authorized representative of a member executed these Articles of Organization on 8/30/2011.

CORPORATE CREATIONS INTERNATIONAL INC.

Taide Baez Vice President

by Kristine Roy as attorney-in-fact

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