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**FLORIDA LIMITED LIABILITY CO.
SUN AQUAPONICS, LLC**

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**ARTICLES OF ORGANIZATION
FOR
SUN AQUAPONICS, LLC**
a Florida Limited Liability Company

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act ("the "Act") of the State of Florida pursuant to Chapter 608 of the Florida Statutes hereby makes, acknowledges, and files the following Articles of Organization providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

ARTICLE I

NAME

The name of the limited liability company shall be **Sun Aquaponics, LLC** (the "Company").

ARTICLE II

DURATION

The term and duration of the Company shall be perpetual, unless terminated in accordance with the operating agreement adopted by the Company (the "Operating Agreement") of the Limited Liability Company or otherwise terminated in accordance with law.

ARTICLE III

PURPOSES AND POWERS

The Company, to the fullest extent permitted by the Act (in effect now and as hereafter amended), may engage in any activity or business permitted under the laws of the United States, any State, or any foreign country, and shall all the powers and rights granted and conferred upon limited liability companies by the laws of the State of Florida.

ARTICLE IV

PRINCIPAL PLACE OF BUSINESS

The initial mailing and street address of the principal office of the Company shall be 8950 N.W. 27th Street, Miami, Florida 33172, but the location may be changed with approval by the members of the Company present at a meeting (personally or by proxy) representing a majority of the voting power.

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**ARTICLE V
MANAGEMENT**

The Company shall be managed by one or more managers and is, therefore, a manager-managed company. The Company will be initially managed by the member signing these Articles of Organization below, until the first meeting of the members, when one or more managers will be elected and qualified upon approval by the members of the Company present (personally or represented by proxy) at a meeting representing a majority of the voting power.

ARTICLE VI

~~INITIAL REGISTERED OFFICE AND REGISTERED AGENT~~

The address of the initial registered office of the Company is 8950 N.W. 27th Street, Miami, Florida 33172, and the name of its initial registered agent is Jesus R. Puentes.

ARTICLE VII

RESTRICTIONS ON MEMBERSHIP

Additional members may be admitted only in accordance with the Operating Agreement. Any transfer or assignment of a member's interest must comply with any requirements, then in effect, set forth in the Operating Agreement. A proposed transferee will not be recognized as a member of the Company, unless both the procedures and requirements, then in effect, under the Operating Agreement are followed and satisfied fully.

ARTICLE VIII

AMENDMENT OF OPERATING AGREEMENT

The power to adopt, alter, amend, or repeal the Operating Agreement of the Company shall be vested in the members. Any amendment to the Articles of Organization shall be approved by the members of the Company in accordance with the Operating Agreement.

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**ARTICLE IX
INDEMNIFICATION**

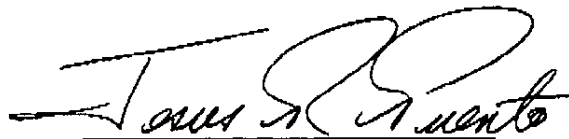
The Company is empowered to indemnify any officer, member, or manager to the fullest extent permitted by applicable law, as now and hereinafter amended.

ARTICLE X

EXECUTION

The undersigned member of the Company, hereby certifies that the foregoing constitutes the Articles of Organization of Sun Aquaponics, LLC

IN WITNESS WHEREOF, for the purposes of forming this Limited Liability Company under the laws of the State of Florida, I, the undersigned member, has executed these Articles of Organization this ____ day of September, 2011.



Jesus R. Puentes, Initial Member

[In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts herein are true]

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REGISTERED AGENT ACKNOWLEDGEMENT

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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.

REGISTERED AGENT

By:


Jesus R. Puentes

[In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts herein are true.]

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