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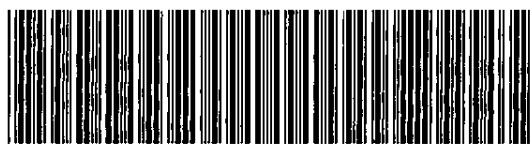
(Business Entity Name)

(Document Number)

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Effective Date 11-1-11

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

J. SAULSBERRY  
EXAMINER  
NOV 07 2011

October 31, 2011

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**RE: LUPECA LLC**

Gentlemen:

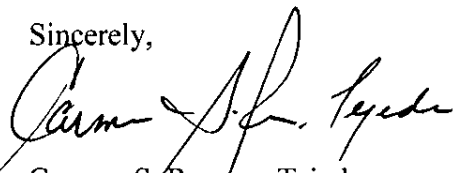
The enclosed Articles of Organization are being submitted to the Department of State for filing pursuant to the Florida Limited Liability Company laws s.608.407, F.S.

Please return all correspondence concerning this matter to:

Carmen S. Romero-Tejeda  
CST Business & Financial Services  
7800 N. University Drive, Suite 304  
Tamarac, FL 33321

For further information concerning this matter, please contact me, the undersigned at (954) 323-8224.

Sincerely,



Carmen S. Romero-Tejeda  
Business Consultant

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**ARTICLES OF ORGANIZATION**

**OF**

**LUPECA LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

**ARTICLE 1 - NAME**

The name of the limited liability company, hereinafter "Company" shall be **LUPECA LLC**

**ARTICLE 2 - ADDRESS**

The principal place of business of the Company in Florida shall be: 7800 N. University Drive, Suite 204, Tamarac, FL 33321.

**ARTICLE 3 - EFFECTIVE DATE**

The effective date of these Articles of Organization shall be November 1, 2011.

**ARTICLE 4 - DURATION**

Subject to the provisions of Article 10, the Company's existence shall be perpetual, unless the Company is earlier dissolved as provided in these Articles of Organization.

**ARTICLE 5 - PURPOSES AND POWERS**

The general purpose for which the Company's is organized is to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

**ARTICLE 6 - REGISTERED AGENT**

The initial name and address of the registered agent of this Company is CST Business & Financial Services, 7800 N. University Drive, Suite 304, Tamarac, FL 33321.

**ARTICLE 7 - MANAGEMENT**

The management of the business and the affairs of the Company shall be vested in its members. The names of all such members of the Company are:

**Manager Member: Giuseppe Iadisernia**  
**Manager Member: Guirmer A. Rodriguez Barcenas**

Notwithstanding the above, the management duties of the member, Guirmer A. Rodriguez Barcenas in the United States shall commence only upon the approval of the necessary U.S. immigration documentation to perform such duties herein.

The mailing address of the member-managers shall be the same as of the Company.

**ARTICLE 8 - ADMISSION OF NEW MEMBER**

Member(s) of the limited liability company have the right to admit new members. Additional members may be admitted only on the unanimous written consent of the existing members, and the existing members shall determine the amount and nature of contributions by new members at the time new members are admitted.

**ARTICLE 9 - TRANSFERABILITY OF MEMBERSHIP INTERESTS**

No member shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests. If the assignment is not approved by all of the membership interests, 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.

**ARTICLE 10 - TERMINATION OF EXISTENCE**

The Company shall be dissolved upon the death, bankruptcy or liquidation of the Company.

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resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of the remaining members, provided there are at least one remaining member.

**ARTICLE 11 - INDEMNIFICATION AND INSURANCE**

The Company shall indemnify members of the Company who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the managers and/or members was a party because the managers and/or members is or was a manager and/or member of the Company against reasonable attorney fees and expenses incurred by the managers and/or members in connection with the proceeding.

The Company may indemnify an individual made a party to a proceeding because the individual is or was a member, manager, employee or agent of the Company against liability if authorized in the specific case after determination, in the manner required by the member(s), that indemnification of the member, manager, employee or agent, as the case may be, is permissible in the circumstances because the member, manager, employee or agent has met the standard of conduct set forth by the member(s).

The indemnification and advancement of attorney fees and expenses for managers, employees and agents of the Company shall apply when such persons are serving at the Company's request while a member, manager, employee or agent of the Company, as the case may be, as a member, manager, partner, trustee, employee or agent of another foreign or domestic Company, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Company.

The Company also may pay for or reimburse the reasonable attorney fees and expenses incurred by a member, manager, employee or agent of the Company who is a party to a proceeding in advance of final disposition of the proceeding.

The Company also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a member, manager, employee or agent of the Company, whether or not the Company would have the power to indemnify the individual against the same liability under the law. All references in these Articles of Organization are deemed to include any amendment or successor thereto.

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Nothing contained in these Articles of Organization shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a member, manager, employee or agent of the Company or the ability of the Company otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Organization to "member", "manager", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons

**IN WITNESS WHEREOF**, The undersigned, an authorized individual has made and subscribed these Articles of Organization at Tamarac, Florida for the foregoing uses and purposes, this 30th day of October 2011.



Giuseppe Iadisernia, Manager Member

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TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION**

**REGISTERED AGENT/OFFICE**

**LIMITED LIABILITY COMPANY:**

LUPECA LLC

**REGISTERED AGENT/OFFICE:**

CST BUSINESS & FINANCIAL SERVICES  
7800 N. UNIVERSITY DRIVE, SUITE 304  
TAMARAC, FL 33321

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I agree to act as registered agent and to accept service of process for the limited liability company named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the position of Registered Agent under section 608.4155, Florida Statutes and other applicable Florida Statutes.

By: 

CARMEN S. ROMERO-TEJEDA