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EXAMINER



**MICHAEL L. BREWER**

*Attorney at Law*

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November 14, 2011

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32301

RE: B shares Distribution, L.L.C.

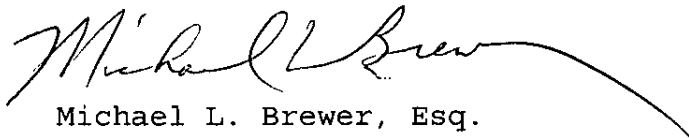
Dear Sir or Madam:

Please find enclosed an original and one copy of the Articles of Organization for the above referenced limited liability company. Also enclosed is a check made payable to the Florida Department of State in the amount of One Hundred Fifty-Five (\$155.00) Dollars for the following:

1. Filing Fee	\$100.00
2. Certificate of Registered Agent	\$ 25.00
3. Certified copy of Articles of Organization	<u>\$ 30.00</u>
Total	\$155.00

After filing the original, please certify the copy and return same to the undersigned in the envelope provided for your convenience.

Sincerely,



Michael L. Brewer, Esq.

MLB/mlv  
Enclosure



ARTICLES OF ORGANIZATION  
OF  
B SHARES DISTRIBUTION, L.L.C.

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The undersigned, being all of the members, hereinafter named, certify that the members have associated themselves together for the purpose of becoming a limited liability company pursuant to the laws of the State of Florida (Ch. 608, Florida Statutes), which provide for the formation, rights, privileges and immunities of limited liability companies for profit. The members further declare that the following Articles shall be the Charter and authority for the conduct of business of this limited liability company.

ARTICLE I

NAME

The name of this limited liability company is, and shall be, B SHARES DISTRIBUTION, L.L.C. and its principal place of business shall be in Brevard County, State of Florida, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

ARTICLE II

DURATION

The period of duration of this limited liability company shall be perpetual, unless unanimously agreed otherwise by the members.



ARTICLE III

PRINCIPAL PLACE OF BUSINESS

The principal office and mailing address of this limited liability company shall be located at 1900 South Harbor City Blvd, Suite 100, Melbourne, Florida 32901.

ARTICLE IV

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of this limited liability company is 1900 South Harbor City Blvd, Suite 100, Melbourne, Florida 32901, and the name of its initial registered agent is YEVGENY SHCHEMELEV.

ARTICLE V

RESTRICTIONS ON MEMBERSHIP

Members shall have the right to admit new members by unanimous consent. Capital contributions required of new members shall be determined as of the time of their admission to this limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except in accordance with the Operating Agreement and new members will be admitted to membership only with the unanimous consent of all members.

Upon the death, retirement, resignation, bankruptcy or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to



continue the business upon unanimous consent of such remaining members.

#### ARTICLE VI

##### PURPOSE

The purposes for which this limited liability company is organized is to engage in any and all businesses and activities permitted by the laws of the State of Florida. This limited liability company shall have all of the powers vested by law in limited liability companies organized and existing pursuant to such laws.

#### ARTICLE VII

##### CAPITAL CONTRIBUTIONS

Capital contributions in the initial aggregate amount of FIVE HUNDRED (\$500.00) DOLLARS cash shall be paid by the members, as hereinafter defined, of this limited liability company in the percentages specified as follows:

<u>Name and Address</u>	<u>Total Capital Contribution</u>	<u>Percentage</u>
ALLEN MODEL 1500 Walnut Street Suite 1300 Philadelphia, PA 19102	\$250.00	50%
YEVGENY SHCHEMELEV 1900 South Harbor City Blvd, Suite 100, Melbourne, Florida 32901	\$250.00	50%



ARTICLE VIII  
PROFIT AND LOSSES

The members shall be entitled to share in profits and losses arising from operation of the limited liability company business in proportion to their contributions of capital and in accordance with the cash basis of accounting used to prepare the Federal Form 1065. Distributions of net profits, or allocation of net operating losses, may be as set forth in a Members' Agreement unanimously adopted and accepted by the members.


ARTICLE IX  
MANAGEMENT


This limited liability company shall be managed and its powers exercised by a managing member to be elected from time to time by the members. ALLEN MODEL, whose address is 1500 Walnut Street, Suite 1300, Philadelphia, PA 19102, is hereby designated initial managing member to serve as manager until the first annual meeting of members, or until his successor is elected and qualified. The managing member herein designated, and his successors, shall have all of the powers enumerated in Section 608.404, Florida Statutes, including, but not limited to the power to borrow money and pledge company assets.

The undersigned hereby certify that they are all of the members hereinabove named of the limited liability company, and that the foregoing constitutes the Articles of Organization of B SHARES DISTRIBUTION, L.L.C.



Executed by the undersigned, on the 12 day of September,  
2011.

  
ALLEN MODEL, Managing Member

  
YEVGENY SHCHEMELEV, Member

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process for the above stated limited liability company at the place designated in these Articles, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

  
YEVGENY SHCHEMELEV

DATE: Oct 17, 2011

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