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CARLTON FIELDS

Division of Corporations

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Florida Department of State
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FLORIDA LIMITED LIABILITY CO.
Sales & Merchandising Services LLC

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EXAMINER

**ARTICLES OF ORGANIZATION
OF
SALES & MERCHANDISING SERVICES LLC**

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

ARTICLE I. NAME

The name of the limited liability company is Sales & Merchandising Services LLC (the "Company").

ARTICLE II. MAILING AND STREET ADDRESS

The mailing address and street address of the principal office of the Company shall be 11800 NW 102nd Road, Medley, Florida 33178.

ARTICLE III. REGISTERED AGENT AND OFFICE

The street address of the initial registered office of the Company shall be 100 S. Ashley Drive, Suite 400, Tampa, Florida 33602, and the initial registered agent of this corporation at such office shall be CFRA, LLC, who upon accepting this designation agrees to comply with the provisions of Chapters 48 and 608, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE IV. DURATION

The Company shall commence its existence on the date that the Articles are filed with the Florida Department of State. The Company's existence shall be perpetual, unless the Company

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is earlier dissolved as provided in the Company's Operating Agreement.

ARTICLE V. MANAGEMENT

The Company shall be a manager-managed limited liability company and shall be managed in accordance with the Operating Agreement adopted by the members for the management of the business and affairs of the Company. The initial managers shall be Jaime Giammattei, German E. Giammattei and Gustavo Figueroa, all of 11800 NW 102nd Road, Medley, Florida 33178.

ARTICLE VI. INDEMNIFICATION

To the fullest extent permitted by law, the Company shall indemnify any person who was or is a party to any proceeding by reason of the fact that he/she is or was a manager or a managing member of the Company or is or was serving at the request of the Company as a manager, managing member, officer, employee or agent of another limited liability company, corporation, partnership, joint venture, trust or other enterprise against liability incurred in connection with such proceeding, including the appeal thereof, if he/she acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to, the best interests of the Company and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The Company shall reimburse each person for all costs and expenses, including attorneys' fees, reasonably incurred by him/her in connection with any such liability in the manner provided for by law or in accordance with the regulations of the Company.

The rights accruing to any person under the foregoing provision shall not exclude any other right to which he/she may be lawfully entitled, nor shall anything therein contain or restrict the right

of the Company to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Organization on December 20, 2011.

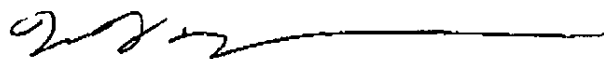


William D. Rohrer, Esq.
Authorized Representative

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Company, at the place designated as the registered office, the undersigned hereby accepts the appointment as registered agent and agrees to act in that capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the duties and obligations of the undersigned's position as registered agent.

Dated this 20th day of December, 2011.



William D. Rohrer, Esq., Authorized Agent