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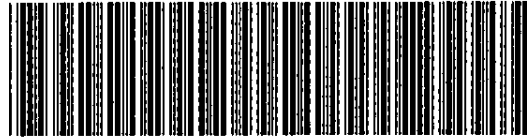
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TALLAHASSEE, FLORIDA

B. BOSTICK
JAN - 9 2012
EXAMINER

STEPHEN A. BAKER

ATTORNEY AT LAW

605 - 75TH AVENUE
ST. PETE BEACH, FLORIDA 33706

Fax: (727) 363-1344
E-Mail: stephenbakerlaw@aol.com

Tel: (727) 363-9944
Tel: (727) 367-1941

January 4, 2012

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

**Re: New Limited Liability Company:
Manhattan Enterprises USA, LLC**

Dear Sir or Madam:

Enclosed for filing with the Department of State is Articles of Organization for the referenced new Limited Liability Company, together with my check made payable to the Florida Department of State in the amount of \$125.00, representing the filing fee for the new entity.

Upon filing, please return the Articles of Organization to me.

Thank you for your assistance and prompt attention. In the event any further information is required, please contact the undersigned.

Sincerely,


Stephen A. Baker

Encl.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION OF
MANHATTAN ENTERPRISES USA, LLC

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be Manhattan Enterprises USA, LLC, and its principal office and mailing address shall be located at 605 - 75th Avenue St. Pete Beach, Florida 33706, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II

PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To buy, sell, lease, and option commercial and residential real property, as well as any other business permitted under the laws of the State of Florida.
4. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets and liabilities of any person, firm, association or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize and in any manner dispose of the rights and property so acquired.

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5. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

6. To exercise all or any of the limited liability company powers and to carry out all or any of the purposes enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges and immunities of limited liability companies for profit.

7. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

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TALLAHASSEE, FLORIDA

ARTICLE III

EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IV

MANAGEMENT

This limited liability company shall be managed by its managing member(s). The name and address of the member who shall serve or until his successors are elected and qualified are as follows:

Denise Erica Winters
2259 2nd Avenue North, Apt. W
St. Petersburg, FL 33713

Danielle Galeté Winters
2259 2nd Avenue North, Apt. W
St. Petersburg, FL 33713

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STATE OF FLORIDA
TALLAHASSEE

ARTICLE V

MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by consent of a majority in equity interest. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may be sold or transferred as set forth in the regulations of the company.

The company shall be dissolved on the death, bankruptcy or dissolution of a member or manager or on the occurrence of any other event that terminates the continued membership of a member in the limited liability company, unless the business of the company is continued by a majority in equity interest vote of all the remaining members.

ARTICLE VI

CAPITAL CONTRIBUTIONS

A capital contribution in the amount of \$100.00 cash shall be paid to the limited liability company by the member(s) as set forth on Exhibit "A". Additional contributions will be made as required for investment purposes, as determined by majority in equity interest consent of the members. Members will make contributions in accordance with the company's Member Operating Agreement for the company.

ARTICLE VII

DURATION

This limited liability company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE VIII

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The Registered Agent and the street address of the initial registered office of this limited liability company in the State of Florida is Stephen A. Baker, Esq., 605 75th Avenue, St. Pete Beach, FL 33706. Said Registered Agent, by virtue of his signature on the last page of these Articles of Organization acknowledges appointment as such Registered Agent and Agrees to accept service of process for this limited liability company.

The undersigned, being the original member of the limited liability company, hereby certifies that this instrument constitutes the proposed Articles of Organization of Manhattan Enterprises USA, LLC.

Executed this 4th day of January, 2012.

By: Denise E. Winters
DENISE ERICA WINTERS

Acceptance of appointment
as Registered Agent:

I hereby am familiar with and accept the duties and responsibilities as registered agent for said limited liability company.

BY: Stephen A. Baker, Esq.
STEPHEN A. BAKER, ESQ.

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TALLAHASSEE, FLORIDA

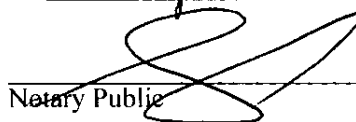
STATE OF Florida)
COUNTY OF Pinellas) ss:

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, DENISE ERICA WINTERS, a managing member, who is personally known to me or who produced a driver's license as identification, and who executed the foregoing and acknowledged before me, under oath, that they executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal this 4th day of January, 2012.



STEPHEN A. BAKER
MY COMMISSION # DD 903210
EXPIRES: June 29, 2013
Bonded Thru Budget Notary Services


Notary Public

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TALLAHASSEE, FLORIDA

EXHIBIT "A"
MEMBERS - Manhattan Enterprises USA, LLC

DENISE ERICA WINTERS	50%
DANIELLE GALETE WINTERS	50%

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