

Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 617-6383

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

**FLORIDA LIMITED LIABILITY CO.
FIRSTWATCH USA, LLC.**

Certificate of Status	0
Certified Copy	1
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EXAMINER

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This Instrument Prepared By:

JOHN P. MAAS, ESQUIRE
44 NE 16th Street
Homestead, Florida 33030
305-247-7132
Florida Bar No. 435910

ARTICLES OF ORGANIZATION

OF

FirstWatch USA, LLC.

ARTICLE I:

The name of this limited liability company shall be: FirstWatch USA, LLC, a Florida limited liability company.

ARTICLE II:

The mailing address and street address of the principal office of the limited liability company shall be as follows:

MAILING ADDRESS:
16295 S.W. 88 Avenue Road
Miami, FL 33157

PHYSICAL ADDRESS:
16295 S.W. 88 Avenue Road
Miami, FL 33157

ARTICLE III:

The name of the registered agent for FirstWatch USA, LLC, is as follows:

Michael R. Peruyera
16295 S.W. 88 Avenue Road
Miami, FL 33157

ARTICLE IV:

This limited liability company shall be a member-managed company and shall be managed by *four* member managers.

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ARTICLE V:

The initial members of FirstWatch USA, LLC, shall be:

Scott Torcise, as to a 51% interest
20290 SW 320 Street
Homestead, FL 33030

Jonathan W. Flanagan, as to a 16.333% interest
3186 Bird Avenue
Miami, FL 33133

Michael R. Peruyera, as to a 16.333% interest
16295 SW 88 Avenue Road
Miami, FL 33157

Ryan Ketchum, as to a 16.333% interest
1550 Brickell Avenue, Apt. A-109
Miami, FL 33129

ARTICLE VI:

The initial managing members shall be:


Scott Torcise (MGRM)
20290 SW 320 Street
Homestead, FL 33030

Jonathan W. Flanagan (MGRM)
3186 Bird Avenue
Miami, FL 33133

Michael R. Peruyera (MGRM)
16295 SW 88 Avenue Road
Miami, FL 33157

Ryan Ketchum (MGRM)
1550 Brickell Avenue, Apt. A-109
Miami, FL 33129

DATED this 11th day of April 2012.



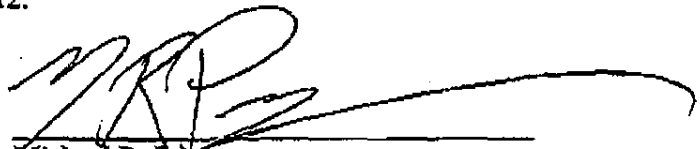
Scott Torcise, Managing Member

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE
OF
FirstWatch USA, LLC**

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE ARTICLES OF ORGANIZATION, 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.

DATED this 11th day of April 2012.



Michael R. Potuyera
Registered Agent
16295 SW 88 Avenue Road
Miami, FL 33157

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