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FLORIDA LIMITED LIABILITY CO. NOGICA, LLC

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**ARTICLES OF ORGANIZATION
OF
NOGICA, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability 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 shall be **NOGICA, LLC**, (“Company”).

ARTICLE 2 – ADDRESS

The principal place of business of the Company in Florida shall be 10330 NW 5 Terrace, Miami Florida 33172 and the mailing address shall be the same.

ARTICLE 3 – EFFECTIVE DATE

These Articles of Organization shall be effective immediately upon approval of the Secretary of State of Florida.

ARTICLE 4 – DURATION

Subject to the provisions of Article 9, the Company’s existence shall terminate no later than 99 years from its date of commencement, 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 is organized is to transact and all 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.

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ARTICLE 6 – REGISTERED AGENT AND REGISTERED OFFICE

The name and the Florida street address of the registered agent of this Company is Guillermo Esteban Carranante, 10330 NW 5 Terrace, Miami Florida 33172, and the initial address of registered office of this Company is 10330 NW 5 Terrace, Miami Florida 33172

ARTICLE 7 – ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and upon such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no rights to participate in the management of the business and affairs of the Company or become a member unless all the others member(s) of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE 8 – TERMINATION OF EXISTENCE

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there are at least one remaining member.

ARTICLE 9 – MANAGEMENT

The Company shall be managed by a manager(s) in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulations and management of the affairs of the Company not inconsistent with law of these articles of Organization. The name of such manager(s) who is/are to serve as manager(s) is/are:

Operating Manager/Member: Daniel Sebastian, Giacomucci

Operating Manager/Member: Diego Antonio, Noca

Operating Manager/Member: Guillermo Esteban, Carranante

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Whose addresse(s) shall be the same as the principal office of the Company.

IN WITNESS WHEREOF, I have executed these Articles of Organization on
this 14 days of May, 2012.

A handwritten signature in cursive script, enclosed within an oval shape. The signature appears to read "Guillermo Esteban Carranante".

Guillermo Esteban Carranante, Managing Member

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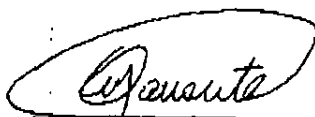
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.4155, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA

1. The name of the Limited Liability Company is **NOGICA, LLC**.
2. The name and the Florida street address of the registered agent and office are: Guillermo Esteban Carranante, 10330 NW 5 Terrace, Miami Florida 33172.

Having been named as registered agent and to accept service of process for the above stated Limited Liability Company at the place designated in this certificate, 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 as provided for in Chapter 608, Florida Statutes.

Date: May 14, 2012



Guillermo E Carranante, Registered Agent

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