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FLORIDA LIMITED LIABILITY CO.  
MXT USA, LLC

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# ARTICLES OF ORGANIZATION OF MXT USA, LLC

a Limited Liability Company organized under the laws of the State of Florida

The Undersigned, acting as organizer for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Fla. Stat. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization;

## ARTICLE I. NAME

The name of the limited liability company shall be MXT USA, LLC., a Florida limited liability company (the "Company").

## ARTICLE II. ADDRESS

- (a) The place of business of the Company shall be:  
1000 5th Street, Suite 200, Miami Beach, Florida 33139
- (b) The mailing address of the Company shall be:  
1000 5th Street, Suite 200, Miami Beach, Florida 33139

## ARTICLE III. DURATION

The Company shall commence its existence on the date these articles of organization are filed with the Florida Department of State. The Company's existence shall be perpetual unless the Company is earlier dissolved as provided in the Limited Liability Company Operating Agreement on file at the principal office of the Company (the "Operating Agreement").

## ARTICLE IV. PURPOSE

The Company is organized for any legal and lawful purpose pursuant to the Florida Limited Liability Company Act, except for the purpose of banking or insurance.

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**ARTICLE V.  
REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent of the Company in the State of Florida is:

Francis M. Boyer, Esq.  
BOYER LAW FIRM, P.L.  
9471 Baymeadows Road, Suite 404  
Jacksonville, Florida 32256

**ARTICLE VI.  
OPERATING AGREEMENT**

The Operating Agreement of the Company will be executed by each member of the Company and will set forth all provisions for the affairs of the Company and the conduct of its business to the extent that such provisions are not inconsistent with law or these Articles.

**ARTICLE VII.  
CAPITAL CONTRIBUTIONS**

The members of the Company shall contribute to the capital of the Company the cash or property set forth in and described in the Operating Agreement.

**ARTICLE VIII.  
ADDITIONAL CAPITAL CONTRIBUTIONS**

Each member shall make additional capital contributions to the Company only on the consent of the members as set forth in the Operating Agreement.

**ARTICLE IX.  
ADMISSION OF NEW MEMBERS**

No additional members shall be admitted to the Company unless done so pursuant to the terms of the Operating Agreement. A member may only transfer his or her interest in the Company as set forth in the Regulations and Operating Agreement of the Company.

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#### ARTICLE X. MANAGEMENT

The Company shall be managed by a manager or managers in accordance with the Articles of Organization, the Operating Agreement, the Regulations adopted by the members for the management of the business and the ordinary and customary affairs of the Company. The Regulations and the Operating Agreement, if any, shall determine the manner in which such the Manager(s) are elected and appointed, and may contain any provisions for the regulation and management of the affairs of the company not inconsistent with the law or these Articles of Organization. The name and address of the initial Manager of the Company is:

YANN GRAVIS

1000 5<sup>th</sup> Street, Suite 200  
Miami Beach, FL 33139

NIL MEKKI

1000 5<sup>th</sup> Street, Suite 200  
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#### ARTICLE XI. LIMITATION ON AGENCY AUTHORITY OF MEMBER

Pursuant to section 608.4235 of the Florida Limited Company Act, no member of the Company shall be an agent of the Company solely by virtue of being a member.

#### ARTICLE XII. INDEMNIFICATION

This company shall indemnify a member, manager or organizer, or any former member, manager or organizer made a party to a proceeding because that person/entity is or was a member, manager or organizer of the company against any liability incurred in the proceeding if that person/entity:

- [a] Conducted himself/herself/itself in good faith;
- [b] Reasonably believed that his/her/its conduct was in or at least not opposed to the company's best interests; and,
- [c] In the case of any criminal proceeding, he/she/it had no reasonable cause to believe his/her/its conduct was unlawful.

This company shall pay for or reimburse the reasonable expenses of the individual pursuant to the Florida Limited Liability Company Act.

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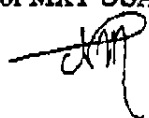
**ARTICLE XIII.  
TERMINATION OF EXISTENCE**

The Company shall be dissolved in accordance with the Operating Agreement.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under penalties of perjury that the facts stated herein are true).

IN WITNESS WHEREOF, the undersigned organizer(s) have hereunto, by setting their hand and seal, executed these Articles of Organization on this 6<sup>th</sup> day of June, 2012.

  
\_\_\_\_\_  
YANN GRAVIS, as Managing  
Member of MXT USA, LLC.

  
\_\_\_\_\_  
NIL MEKKI, as Managing  
Member of MXT USA, LLC.

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**CERTIFICATE  
DESIGNATING PLACE AND NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED  
IN THE STATE OF FLORIDA  
OF  
MXT USA, LLC.**

a Limited Liability Company organized under the laws of the State of Florida

Under the provisions of Florida Statute Chapter 608, MXT USA, LLC. 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 MXT USA, LLC.
2. The name and address of the registered agent in Florida is :

Francis M. Boyer, Esq.  
BOYER LAW FIRM, P.L.  
9471 Baymeadows Road, Suite 404  
Jacksonville, Florida 32256.

\_\_\_\_\_  
YANN GRAVIS,  
as Managing Member

\_\_\_\_\_  
NIL MEKKI,  
as Managing Member

The undersigned, being the person named in the articles of organization of MXT USA, LLC., as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of the position of registered agent as provided for in Florida Statutes, chapter 608.

\_\_\_\_\_  
FRANCIS M. BOYER, ESQ.  
Registered Agent

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