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FLORIDA LIMITED LIABILITY CO. LEOPOLDVILLE USA, LLC

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EXAMINER

SEP 13 2012

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**ARTICLES OF ORGANIZATION
OF
LEOPOLDVILLE USA, LLC**

The undersigned, as a member or an authorized representative of a member of the Company pursuant to Chapter 608, Florida Statutes, files the following Articles of Organization establishing a Florida Limited Liability Company named **LEOPOLDVILLE USA, LLC**

**ARTICLE I.
NAME**

The name of the Limited Liability Company shall be **LEOPOLDVILLE USA, LLC**

**ARTICLE II.
ADDRESS**

The mailing address and street address of the principal office of the Limited Liability Company shall be 444 Brickell Avenue, Miami, FL 33131.

**ARTICLE III.
DURATION**

The period of duration for the Limited Company shall be perpetual.

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ARTICLE IV.
PURPOSE OF ORGANIZATION

The Limited Liability Company is organized for the purpose of engaging in any and all other acts or purposes permitted under Section 608.404 of the Florida Statutes 1993, as amended from time to time, and for any and all other applicable or governing laws of the State Of Florida, except as any of the foregoing acts and/or purposes may be otherwise barred or restricted by laws.

ARTICLE V.
MANAGEMENT

This Limited Liability Company shall be managed by one Managing Member and the name and address of the Managing Member is:

PAUL ROMANO, 444 Brickell Avenue, Miami, FL 33131.

ARTICLE VI.
ADMISSION OF NEW MEMBERS

Unless otherwise herein specified, new Members shall be admitted to the Limited Liability Company during the period of its existence. New Members may be admitted pursuant to a vote of not less than 100% of the total existing ownership interest each Member has in the Limited Liability Company. No individual Member and/or managing Member of the Limited Liability Company shall ever have the power to terminate or grant membership to any person.

ARTICLE VII.
CONTINUATION AFTER INVOLUNTARY TERMINATION

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In the event of termination of the Limited Company due to death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or any other event which involuntarily terminates the Limited Liability Company, then in that event, the remaining and/or surviving Members shall be fully entitled to continue the business of the Limited Liability Company provided that 100% of the ownership interest then remaining shall have to do so in writing.


PAUL ROMANO
MANAGING MEMBER

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

Pursuant to the provisions of section 608.415, Florida Statutes, the undersigned Limited Liability Company submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Limited Liability Company is:

LEOPOLDVILLE USA, LLC

444 Brickell Avenue

Miami, Florida 33131

2. The name and address of the registered agent and office is:

Paul Romano
Name

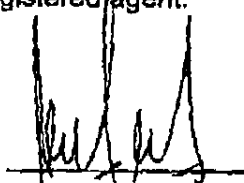
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444 Brickell Avenue
(P.O. Box or Mail Drop NOT acceptable)

Miami, FL 33131
(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated corporation 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.


SIGNATURE

PAUL ROMANO

DATE: 09/07/2012

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