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FLORIDA LIMITED LIABILITY CO.
GISBORN, LLC

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J. BRYAN

OCT 25 2012

EXAMINER

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, Florida Statute 608 - Florida Limited Liability Company Act, 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.

The name of the limited liability company shall be GISBORN, LLC, and its principal office and mailing address shall be located at 20281 East Country Club Drive, Apt 1902, Miami, FL 33180, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

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

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.

6. 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.

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 Operating Agreement of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IV MANAGEMENT

Management of this limited liability company is reserved to the following members, whose names and addresses are as follows:

Names and Addresses:

Managing Member: Beatriz Catelli, 20281 East Country Club Drive, Apt 1902, Miami, FL 33180
Managing Member: Leonardo Van Grieken, 20281 East Country Club Drive, Apt 1902, Miami, FL 33180

ARTICLE V MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. 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 not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

Beatriz Catelli, as Managing Member, shall have the exclusive and unilateral right to add additional members or to remove members, including Leonardo Van Grieken, as Beatriz Catelli may desire.

ARTICLE VI **CAPITAL CONTRIBUTIONS**

Capital contributions in the amount of \$1,000.00 cash shall be paid to the limited liability company by the members in the following amounts: Beatriz Catelli and Leonardo Van Grieken, as joint tenants with right of survivorship, each with 50% membership interest in the Company. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

ARTICLE VII **PROFITS AND LOSSES**

(a) Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits. The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commencement of business of the limited liability company, the month and day of the commencement date being the date of the filing of these Articles.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in equal shares.

ARTICLE VIII **DURATION**

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


ARTICLE IX **INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The office and mailing address of the initial registered agent office of the limited liability company is Cuevas, Ortiz & Cubas, P.A., 7480 SW 40th Street, Suite 600, Miami, Florida 33155,

County of Miami-Dade, and the name of the company's initial registered agent at that address is Andrew Cuevas, Esq.

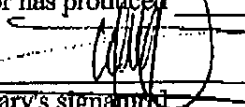
The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of GISBORN, LLC

Executed by the undersigned at 7480 SW 40TH Street, Suite 600, Miami, Florida 33155, October 22, 2012.



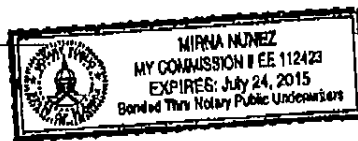
Andrew Cuevas, authorized representative

The foregoing instrument was acknowledged before me this October 22, 2012 by Andrew Cuevas, Esq., on behalf of GISBORN, LLC, a limited liability company. He is personally known to me or has produced _____ as identification.



[Notary's signature]

My commission expires: _____



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No. 2963 P. 6

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Statement Designating Registered Agent And Office.

State of Florida]

County of Miami-Dade]

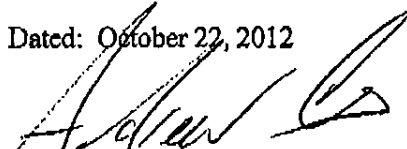
Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is GISBORN, LLC

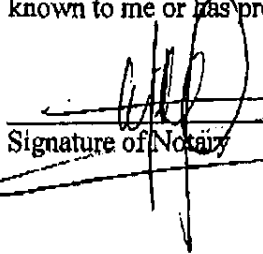
The name of the registered agent for GISBORN, LLC, is Andrew Cuevas, Esq., and the street address of the company's principal office where the agent is located is Cuevas, Ortiz & Cubas, P.A., 7480 SW 40th Street, Suite 600, Miami, Florida 33155.

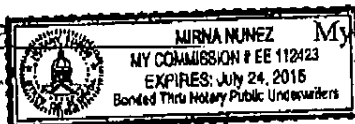
This statement is to acknowledge that, as indicated above, GISBORN, LLC, has appointed me, Andrew Cuevas, Esq., as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this appointment as registered agent and agree to act in this 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: October 22, 2012


Andrew Cuevas, Esq. - Registered Agent

The foregoing instrument was acknowledged before me this October 22, 2012 by Andrew Cuevas, Esq., agent on behalf of GISBORN, LLC, a limited liability company. He is personally known to me or has produced _____ [type of identification] as identification.


Signature of Notary



My commission expires: _____