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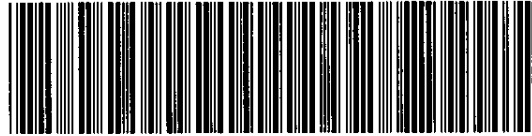
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J. BRYAN

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EXAMINER

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

MARCEL CAPITAL, LLC

Signature _____

Requested by: SETH

10/05/12

Name _____

Date _____

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____ Art of Inc. File _____
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____ RA Resignation _____
____ Dissolution / Withdrawal _____
____ Annual Report / Reinstatement _____
____ Cert. Copy _____
____ Photo Copy _____
☒ Certificate of Good Standing _____
____ Certificate of Status _____
____ Certificate of Fictitious Name _____
____ Corp Record Search _____
____ Officer Search _____
____ Fictitious Search _____
____ Fictitious Owner Search _____
____ Vehicle Search _____
____ Driving Record _____
____ UCC 1 or 3 File _____
____ UCC 11 Search _____
____ UCC 11 Retrieval _____
____ Courier _____

ARTICLES OF ORGANIZATION

OF

MARCEL CAPITAL, LLC

The undersigned, Marcel M. Mohseni, for the purpose of forming a limited liability Company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby makes, acknowledges and files the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability Company shall be MARCEL CAPITAL, LLC ("Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company is:

2296 Elcid Court
Palm Harbor, FL 34683

ARTICLE III - REGISTERED OFFICE AND AGENT

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

Marcel M. Mohseni
2296 Elcid Court
Palm Harbor, FL 34683

ARTICLE IV - PURPOSE AND POWERS

The purpose of the Company shall be to buy, own, hold, sell, assign, transfer, operate, lease, mortgage, pledge and otherwise deal with various parcels of real property, together with all improvements located thereon, to buy, own, hold, sell, resell, assign, transfer, and lease various motor vehicles, trucks, heavy equipment and other merchandise.

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ARTICLE V - INITIAL MEMBERS

The name and address of the initial members of the Company and their respective interest in the Company are:

Marcel M. Mohseni - 99%
2296 Elcid Court
Palm Harbor, FL 34683

Mahnaz Gordani - 1%
802 Mesa Court
Palo Alto, CA 94306

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Any member shall have authority to bind the Company.

ARTICLE VI - VOTING

Every Member entitled to vote at any meeting shall be entitled to vote in accordance with his or her membership interest in the Company held by him or her of record and may so vote in person or by proxy. Any Company action shall be authorized and taken by no less than a majority in interest of the votes cast by the Members entitled to vote thereon

ARTICLE VII - ADMISSION OF NEW MEMBERS

A Member may transfer his or her interest in the Company to another person or entity only with the prior consent of all members in interest either in writing or at a meeting called for such purpose. If all of the other Members do not approve of the transfer, the transferee shall have no right to participate in the management of the business and affairs of the Company or to become a Member.

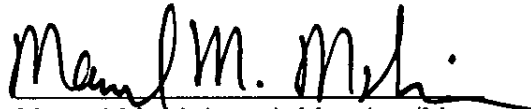
ARTICLE VIII - MEMBER'S RIGHT TO CONTINUE BUSINESS

The Company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on 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 majority vote of all the remaining members.

ARTICLE IX - MANAGEMENT

The Company shall be managed by a member/manager who shall be Marcel M. Mohseni, 2296 Elcid Court, Palm Harbor, FL 34683. The operating agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these articles of organization.

IN WITNESS WHEREOF, the undersigned member or authorized representative of a member has made and subscribed these articles of organization on the 2nd day of November, 2012.



Marcel M. Mohseni, Member/Manager and
Authorized Representative

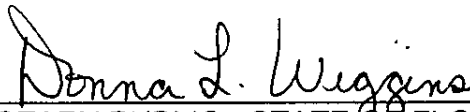
(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Marcel M. Mohseni

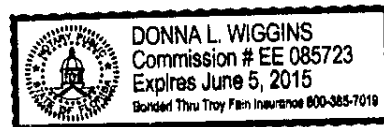
STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, a Notary Public authorized to take acknowledgments in the County and State set forth above, personally appeared, Marcel M. Mohseni (check one) ☒ who is personally known to me, or ☐ who produced as identification _____ and to me known to be the person described in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed same, for the purposes expressed therein.

SWORN TO AND SUBSCRIBED before me in my presence this 2nd day of November, 2012.



NOTARY PUBLIC - STATE OF FLORIDA
My Commission Expires



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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Marcel M. Mohseni having been named to accept service of process for the limited liability company, Marcel Capital, LLC, at the place designated in the Articles of Organization, I hereby accept to act in this capacity, and agree to comply with the provisions of the laws of the State of Florida.

Dated this 2nd day of November, 2012.



Marcel M. Mohseni
as Registered Agent

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