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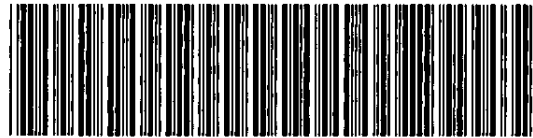
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

D. BRUCE  
NOV 06 2012  
EXAMINER

(850) 245-6051.

## COVER LETTER

**TO: Registration Section  
Division of Corporations**

**SUBJECT: PHA-A-TIT INTERNATIONAL (USA) LLC**  
Name of Limited Liability Company

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

**RADHIKA ARORA, ESQ.**

Name of Person

**ARORA LAW FIRM**

Firm/Company

**1395 BRICKELL AVENUE, SUITE 800**

Address

**MIAMI, FLORIDA 33131**

City/State and Zip Code

**INFO@ARORALAWFIRM.COM**

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

**RADHIKA ARORA, ESQ.** at **305** **403-8737**  
Name of Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

- |   |   |   |   |
|---|---|---|---|
| <input checked="" type="checkbox"/> \$125.00 Filing Fee | <input type="checkbox"/> \$130.00 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$155.00 Filing Fee &<br>Certified Copy<br>(additional copy is enclosed) | <input type="checkbox"/> \$160.00 Filing Fee,<br>Certificate of Status &<br>Certified Copy<br>(additional copy is enclosed) |
|---|---|---|---|

**Mailing Address**

Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street/Courier Address**

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

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TALLAHASSEE, FLORIDA

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# **ARTICLES OF ORGANIZATION**

## **OF**

### **PHA-A-TIT INTERNATIONAL (USA) LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company 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 **PHA-A-TIT INTERNATIONAL (USA) LLC** ("Company").

#### **ARTICLE 2 - ADDRESS**

The principal place of business of the Company shall be 322/65 Surawongwattanakarn Building, Surawongse Road, Sipraya, Bangrak, Bangkok 10500, Thailand, 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, 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.

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## **ARTICLE 5 - PURPOSES AND POWERS**

The general purpose for which the Company is organized is to engage in the business of production of textiles, trade of gem stones and to transact any 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.

## **ARTICLE 6 - REGISTERED OFFICE AND REGISTERED AGENT**

The initial address of registered office of this Company is Arora, P.A., at 2580 South Seacrest Blvd., Boynton Beach, Florida 33435. The name and address of the registered agent of this Company is Arora, P.A., 2580 South Seacrest Blvd., Boynton Beach, Florida 33435.

## **ARTICLE 7 - MANAGEMENT**

The Company shall be managed by a Manager or Manager(s) in accordance with the terms of the written operating agreement approved and executed by the Member(s). At the time of organization of the Company hereunder, the sole Manager is as follows:

Operating Manager: Anurag Garg

whose address shall be the same as the mailing address of the Company.

## **ARTICLE 8 - ADMISSION OF NEW MEMBERS**

No additional Member(s) shall be admitted to the Company except upon such terms and conditions as shall be determined by all the Member(s).

## **ARTICLE 9 - 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 is at least one remaining Member.

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## ARTICLE 10 - INDEMNIFICATION

The Company shall indemnify manager and/or member of the Company who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the manager and/or member was a party because the manager and/or member is or was a manager and/or member of the Company against reasonable attorney fees and expenses incurred by the manager and/or member in connection with the proceeding. The Company may indemnify an individual made a party to a proceeding because the individual is or was a member, manager, employee or agent of the Company against liability if authorized in the specific case after determination, in the manner required by the member(s), that indemnification of the member, manager, employee or agent, as the case may be, is permissible in the circumstances because the member, manager, employee or agent has met the standard of conduct set forth by the member(s). The indemnification and advancement of attorneys' fees and expenses for managers, employees and agents of the Company shall apply when such persons are serving at the Company's request while a member, manager, employee or agent of the Company, as the case may be, as a member, manager, partner, trustee, employee or agent of another foreign or domestic Company, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Company. The Company also may pay for or reimburse the reasonable attorneys' fees and expenses incurred by a member, manager, employee or agent of the Company who is a party to a proceeding in advance of final disposition of the proceeding. The Company also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a member, manager, employee or agent of the Company, whether or not the Company would have power to indemnify the individual against the same liability under the law. All references in these Articles of Organization are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Organization shall limit or preclude the exercise of any right relating to indemnification or advance of attorneys' fees and expenses to any person who is or was a member, manager, employee or agent of the Company or the ability of the Company otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorneys' fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Organization to "member", "manager", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

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CLERK OF STATE  
TALLAHASSEE, FLORIDA

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IN WITNESS WHEREOF, the undersigned, a member of the Company, has made and subscribed these Articles of Organization for the foregoing uses and purposes, this October 30, 2012.

Anurag Garg

Anurag Garg, Member

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED**  
**IN ARTICLES OF ORGANIZATION**

Arora, P.A., having a business office identical with the registered office of the Company name above, and having been designated as the Registered Agent in the above and foregoing Articles of Organization, is familiar with and accepts the obligations of the position of Registered Agent under Section 608.4155, Florida Statutes and other applicable Florida Statutes.

Arora, P.A.

By:

Radhika Arora, President

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TALLAHASSEE, FLORIDA

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