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Division of Corporations

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To:

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Fax Number : (850) 617-6383

From:

Account Name : ACCOUTANT & BUSINESS CONSULTANTS  
Account Number : I20110000083  
Phone : (305) 705-7922  
Fax Number : (786) 353-0976

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**FLORIDA LIMITED LIABILITY CO.  
CCTV ACCESSORIES LLC**

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J. SAULSBERRY  
EXAMINER

NOV 15 2012

## ARTICLES OF ORGANIZATION

OF

### CCTV ACCESSORIES 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: CCTV ACCESSORIES LLC ("Company").

#### ARTICLE 2- Principal and Mailing Address

The principal place of business of the Company in Florida shall be:  
300 Aragon Ave Suite 360 Coral Gables Fl. 33134  
And the mailing address shall be the same.

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#### ARTICLE 3- Effective Date

The 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 8, 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.

#### ARTICLE 5- Purposes and Powers

The general purpose for which the company is organized is to transact any and all lawful business for which a Limited Liability Company may be organized under the laws of State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

**5.1 PROFITS/LOSSES.** For financial accounting and tax purposes the Company's net profits or net losses shall be determined on an annual basis and shall be allocated to the Members in proportion to each Member's relative capital interest in the Company, and as amended from time to time in accordance with Treasury Regulation 1.704-1.

**5.2 DISTRIBUTIONS.** The Members shall determine and distribute available funds annually or at more frequent intervals as they see fit. Available funds, as referred to herein, shall mean the net cash of the Company available after appropriate provision for expenses and liabilities, as determined by the Managers. Distributions in liquidation of the Company or in liquidation of a Member's interest shall be made in accordance with the positive capital account balances pursuant to Treasury Regulation 1.704-1(b)(2)(ii)(b)(2). To the extent a Member shall have a negative capital account balance, there shall be a qualified income offset, as set forth in Treasury Regulation 1.704-1(b)(2)(ii)(d).

**5.3 MEMBER'S ACCOUNTS.** The Managers shall maintain separate capital and distribution accounts for each member. Each member's capital account shall be determined and maintained in the manner set forth in Treasury Regulation 1.704-1(b)(2)(iv) and shall consist of his Initial capital contribution increased by:

- (a) Any additional capital contribution made by him/her;
- (b) Credit balances transferred from his distribution account to his capital account; and decreased by:
  - (a) Distributions to him in reduction of Company capital;
  - (b) The Member's share of Company losses if charged to his capital account

#### **ARTICLE 6- Registered Office and Registered Agent**

The initial address of registered office of this Company is Accountant & Business Consultants Inc., at 300 Aragon Ave Suite 360, Coral Gables, Fl. 33134. The name and address of the registered agent of this Company is Accountant & Business Consultants, Inc. 300 Aragon Ave Suite 360, Coral Gables, and Fl. 33134.

#### **ARTICLE 7- Admission of New Members**

No additional member(s) shall be admitted to the company except with the unanimous written consent of all the member(s) of the company and upon such terms and conditions as shall be determined by all the members(s). A member may transfer his or her interest in the company as set forth in the regulations of the Company but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other

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members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

#### **ARTICLE 8- 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 are at least one remaining member.

#### **ARTICLE 9- Management**

The Company shall be managed by a manager or manager(s) in accordance with regulations adopted by the member(s) for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The name(s) of all such managers who is/are to serve as manager(s) is/are:

MANUEL MANDELBLUM	Operating Manager
RAFAEL GONZALEZ	Member

Whose mailing addressed shall be the same as the principal office of the Company.

#### **ARTICLE 10- Indemnification**

The Company shall Indemnify managers and/or members of the Company who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the managers and/or members was a party because the managers and/or members is or was a manager and/or member of the Company against reasonable attorney fees and expenses incurred by the managers and/or members in connection with the proceeding. The company may indemnify an individual made a party to a proceeding because the individual is or was 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 attorney fees and expenses for managers, employees and agents of the Company shall apply when such person 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,

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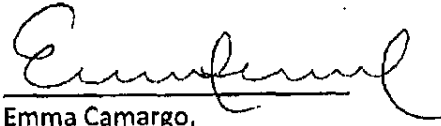
employee or agent of another foreign or domestic Company, partnership, joint venture, trust, employee benefit plan or other enterprises, whether or not for profit, as well as in their official capacity with the Company. The Company also may pay for or reimburse the reasonable attorney fees and expenses 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 attorney 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 attorney 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 person.

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IN WITNESS WHEREOF, The undersigned, an authorized representative of the member, has made and subscribed these Articles of Organization at Miami, Florida, for the foregoing uses and purposes, this November 12, 2012




Emma Camargo,  
Authorized Representative of the Members

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF ORGANIZATION

Accountant & Business Consultants, Inc., 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 608.4188, Florida Statutes and other applicable Florida Statutes.

Accountant & Business Consultants, Inc.

By:   
Vanessa Duran, President.

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