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Florida Department of State  
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**FLORIDA LIMITED LIABILITY CO.  
ENDORPHIN GROUP, LLC**

Certificate of Status	0
Certified Copy	1
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**ARTICLES OF ORGANIZATION  
OF  
ENDORPHIN GROUP, LLC**

The undersigned, being authorized to execute and file these Articles, hereby certify that:

**ARTICLE I**

The name of the Limited Liability Company is: **ENDORPHIN GROUP, LLC**

**ARTICLE II**

The mailing address and street address of the principal office of the Limited Liability Company shall initially be located at 11231 NW 20 St., Suite 140, Miami, Florida 33172, or any other place upon which the members agree.

**ARTICLE III**

The period of duration for the Limited Liability Company shall be: Perpetual

**ARTICLE IV**

The Limited Liability Company is to be managed by a manager or managers who may be, but are not required to be, members of the Company. The name and address of the managers who will serve as managers until the first annual meeting of the members or until their/his successor is selected and qualified in accordance with the Regulations is as follows:

**CARLOS LOZADA** - 11231 NW 20 St., Suite 140, Miami, Florida 33172  
**CARLA DOUAIHI** - 11231 NW 20 St., Suite 140, Miami, Florida 33172

**ARTICLE V**

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be: By unanimous written consent of the existing members as per the terms of the Regulations.

**ARTICLE VI**

The right, if given, of the members of the Limited Liability Company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company shall be as provided for in the written Operating Agreement and Regulations of the Company.

**JORGE E. BLANCO, ESQ.**  
1401 Ponce De Leon Boulevard, Suite 202  
Coral Gables, Florida 33134  
Telephone No.: (305) 444-0044  
Florida Bar No.: 197807  
e-mail: jorgeblancolaw@bellsouth.net

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STATE OF FLORIDA

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## ARTICLE VII

Each Member's interest in the Company may be evidenced by a membership participation or unit certificate. No Member of the Company may transfer, sell or assign its membership interest in the Company to any other person except as provided for in the Company's Operating Agreement.

## ARTICLE VIII

This Company shall indemnify to the fullest extent permitted under and in accordance with the laws of the State of Florida any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was manager, member, managing member or officer of this Company, or is or was serving at the request of this Company as a manager, member, director, officer, trustee, employee or agent of or in any other capacity with another company, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding.

Expenses (including attorney's fees) incurred by an member, manager or officer in defending any civil, criminal, administrative or investigative proceeding shall be paid by the Company in advance of the final disposition of such proceeding upon receipt of an undertaking (secured or unsecured as may be determined by the Company) by or on behalf of such member, manager or officer to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Company as authorized in this Article. Such expenses (including attorneys' fees) incurred by other employees and agents shall also be so paid upon such terms and conditions, if any, as the Company deems appropriate.

Notwithstanding the foregoing, indemnification or advancement of expenses shall not be made to or on behalf of any member, manager, managing member, officer, employee, or agent if a judgment or other final adjudication establishes that the actions, or omissions to act, of such member, manager, managing member, officer, employee, or agent were material to the cause of action so adjudicated and constitute any of the following:

- a) A violation of criminal law, unless the member, manager, managing member, officer, employee, or agent had no reasonable cause to believe such conduct was unlawful.
- b) A transaction from which the member, manager, managing member, officer, employee, or agent derived an improper personal benefit.
- c) In the case of a manager or managing member, a circumstance under which the liability provisions of section 408.426 of the Florida Statutes are applicable.
- d) Willful misconduct or a conscious disregard for the best interests of the limited liability company in a proceeding by or in the right of the limited liability company to procure a judgment in its favor or in a proceeding by or in the right of a member.

The Indemnification provided by this Article shall continue as to an indemnified person who has ceased to be a member, manager, managing member, officer, employee, or agent and shall inure to the benefit of the estate, heirs, personal representative, beneficiaries, executors and administrators of such person. All rights to indemnification and advances under this Article shall be deemed to be a contract between the Company and each indemnified person at any time while this Article is in effect. Any repeal or modification of this Article or any repeal or modification of relevant provisions of the Florida Limited Liability Company Act or any other applicable laws shall not in any way diminish the rights to indemnification of such indemnified person or the obligations of the Company arising hereunder for claims relating to matters occurring prior to the repeal or modification.

ARTICLE IX

The Company reserves the right to amend or repeal any provision contained in these Articles of Organization, and any right conferred upon the Members is subject to this reservation.

ARTICLE X

The name and the Florida street address of the registered agent and registered office are:

CARLOS LOZADA - 11231 NW 20 St., Suite 140, Miami, Florida 33172

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

Carlos G. Lozada  
CARLOS LOZADA - Registered Agent

ARTICLE XI

Purpose: The Company is organized to engage in any and all lawful business as permitted under the Act.

ARTICLE XII

Regulations: Any Regulations as defined in Section 608.402 (13) of the Act, relating to this Limited Liability Company must be in writing and signed by all the Members.

IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledged them to be my act this 17 day of January, 2013.

Carlos G. Lozada  
CARLOS LOZADA - Manager

Carlos G. Lozada  
CARLOS LOZADA - Registered Agent

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

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

I HEREBY CERTIFY, that on the 17 day of January, 2013, personally appeared before me, CARLOS LOZADA, to me well known or who has provided his Florida DRIVER'S LIC., as identification.

IN WITNESS WHEREOF, I have set my hand and official seal at Miami, County of Miami-Dade, State of Florida, the day and year above written.



JORGE E. BLANCO  
NOTARY PUBLIC  
STATE OF FLORIDA  
Commission #EE187225  
Expires 8/13/2016

Jorge E. Blanco  
Notary Public, State of Florida

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

**PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA  
STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE  
FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND  
REGISTERED AGENT IN THE STATE OF FLORIDA.**

- a. The name of the Limited Liability Company is: **ENDORPHIN GROUP,  
LLC**

The name and the Florida street address of the registered agent and registered office  
are:

**CARLOS LOZADA, 11231 NW 20 St., Suite 140, Miami, Florida 33172**

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

  
\_\_\_\_\_  
CARLOS LOZADA, Registered Agent