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**FLORIDA LIMITED LIABILITY CO.  
QUAL MEDIA, LLC.**

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**ARTICLES OF ORGANIZATION  
OF  
QUAL MEDIA, LLC.**

Pursuant to the provisions of Chapter 608 of the Florida Statutes (the "Florida Limited Liability Company Act"), the undersigned representative of the members, for the purposes of forming a Florida limited liability company, hereby adopts the following Articles of Organization:

**ARTICLE 1  
NAME**

The name of the company is QUAL MEDIA, LLC. (the "Company").

**ARTICLE 2  
DURATION AND PLACE OF BUSINESS**

The period of duration of the Company is perpetual and its principal place of business is at 2000 Ponce de Leon Blvd., Suite 617, Coral Gables, FL 33134. The Company may also maintain an office or offices at such other place or places, either within or without the State of Florida as may be determined, from time to time, by the Company's manager.

**ARTICLE 3  
MAILING ADDRESS**

The Company's mailing address will be at 2000 Ponce De Leon Blvd., Suite 617, Coral Gables, FL 33134.

**ARTICLE 4  
PURPOSE**

The purposes for which the Company is organized are to engage in any lawful act or activity for which corporations may be organized under the Florida Limited Liability Company Act.

**ARTICLE 5  
REGISTERED OFFICE AND REGISTERED AGENT**

The registered office of the Company shall be located at 2000 Ponce de Leon Blvd., Suite 625, Coral Gables, FL 33134, or at such location as may be determined by the Company's manager, and the corporation's registered agent shall be Barbosa Law Office.

**ARTICLE 6  
MANAGEMENT**

Subject to the provisions of the Florida Limited Liability Company Act, the following provisions are adopted for the management of the business and for the conduct of the affairs of the Company:

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6.1. The management of the Company is vested in the Members, as defined in the Company's Operating Agreement.

6.2. The Managers of the Company are Marcio Linhares Dadalti and Hitoshi Yoshimura, individuals, whose mailing address is Rua Marcos Mélega 187 - Alto de Pinheiros - São Paulo, SP, 05466-010, Brazil.


ARTICLE 7  
LIMITATION OF LIABILITY OF MANAGERS AND MANAGING MEMBERS

The liability of the managers and managing members of the Company for monetary damages shall be eliminated to the fullest extent permissible under Section 608.4228 of the Florida Limited Liability Company Act.

ARTICLE 8  
INDEMNIFICATION OF COMPANY'S AGENTS.


Subject to the applicable limits set forth in Section 608.4229(2) of the Florida Limited Liability Company Act, the Company is authorized to provide indemnification of its members, managers, managing members, officers, employees, and agents through operating-agreement provisions.

IN WITNESS WHEREOF, the undersigned have hereunto executed these Articles of Organization on this 28<sup>th</sup> day of February 2013.

  
Bruna J. Barbosa, Esq.  
as Authorized Representative of the Manager

QUAL MEDIA, LLC.  
ACCEPTANCE OF THE REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent for Qual Media, LLC.

  
Bruna J. Barbosa, Esq.  
Date: February 28, 2013

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