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# Florida Department of State

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To:

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: CORPORATE CREATIONS INTERNATIONAL INC.

Account Number : 110432003053

Phone

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## FLORIDA LIMITED LIABILITY CO. Rodicentro U.S.A LLC

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June 7, 2013

FLORIDA DEPARTMENT OF STATE

CORPORATE CREATIONS INTERNATIONAL INC

SUBJECT: RODICENTRO U.S.A LLC

REF: W13000033058

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Our records show no entity by the name of THE VICTORIA LAW GROUP. The name of the registered agent must be the same as listed on our database for the corporation/fictitious name listed.

If you have any further questions concerning your document, please call (850) 245-6051.

Tammy Hampton FAX Aud. #: H13000128049 Regulatory Specialist II Letter Number: 613A00014309

Registration/Qualification Section

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## ARTICLES OF ORGANIZATION

#### Article I. Name

The name of this Florida limited liability company is: Rodicentro U.S.A LLC

### Article II. Address

The street address of the Company's initial principal office is: Rodicentro U.S.A LLC 1200 Brickell Avenue, Suite 1450 Miami FL 33131

The mailing address of the Company's initial principal office is: Rodicentro U.S.A LLC Rua de Santa Amelia, Lote 16 Viseu 3510-159

## Article III. Registered Agent

The name and street address of the Company's registered agent is:

Victoria Law Group 1200 Brickell Avenue, Suite 1450 Miami FL 33131

## Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignce shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Corporate Creations International Inc. 11380 Prosperity Farms Road #221E Palm Beach Gardens FL 33410 (561) 694-8107 SECRETARY OF STATE DIVISION OF CORPORATION OF CORPORATION OF

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#### Article V. Distribution of Profits

Unless otherwise provided in the Company's Operating Agreement, there shall not be any distribution of profits unless each separate distribution is approved by the affirmative vote of members who own more than 50% of the voting interest in the Company. The voting members shall have complete discretion on when and if to approve any distribution of profits.

## Article VI. Management

This will be a member-managed company. The name and address of each member is:

Jose Carlos Coelho Forreira 1200 Brickell Avenue, Suite 1450 Miami FL 33131 Jose Manuel da Cruz Abrantes 1200 Brickell Avenue, Suite 1450 Miami FL 33131 Rodicentro Veiculos Motorizados S/A 1200 Brickell Avenue, Suite 1450 Miami FL 33131

## Article VII. Company Existence

The Company's existence shall begin effective as of June 6, 2013.

The undersigned authorized representative of a member executed these Articles of Organization on 6/7/2013.

IONS INTERNATIONAL INC.

Steven Buchta Executive Vice President

by Kristine Rdy as attorney-in-fact

Corporate Creations International Inc.: 11380 Prosperity Farms Road #221E Palm Beach Gardens FL 33410 (561) 694-8107

# STATEMENT OF REGISTERED AGENT

LIMITED LIABILITY COMPANY:

Rodicentro U.S.A LLC

#### REGISTERED AGENT/OFFICE:

Victoria Law Group 1200 Brickell Avenue, Suite 1450 Miami FL 33131

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

VICTORIA LAW GROUP

by Kristine Roy as attorney-in-fac

Date: June 6, 2013,

SECRETARY OF STATE
DIVISION OF CORPORATIONS

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