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# FLORIDA LIMITED LIABILITY CO. Magide LLC

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# ARTICLES OF ORGANIZATION

### Article I. Name

The name of this Florida limited liability company is: Magide LLC

## Article II. Address

The street address of the Company's initial principal office is: Magide LLC 253 NE 2ND STREET Suite 2601 - S Miami FL 33132

The mailing address of the Company's initial principal office is:
Magide LLC
253 NE 2ND STREET

Suite 2601 - S Miami III, 33132

# Article III. Registered Agent

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

Corporate Creations Network Inc. 11380 Prosperity Farms Road #221E Palm Beach Gardens FL 33410

# 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 assignee 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.

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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 manager-managed company. The name and address of each manager is:

Sérgio José Aguiar Texeira Júnior

Rua dos Jacarandás, nº 300 - Bl 1 - Apto 502, Barra da Tijuca

Rio de Janeiro, Brasil 22,776-050 Daniella Márcia Magalhães

Rua dos Incarandas, nº 300 - Bl 1 - Apro 502, Barra da Tijuca

Rio de Janeiro, Brasil 22,776-050

# Article VII. Company Existence

The Company's existence shall begin effective as of June 24, 2013.

The undersigned authorized representative of a member executed these Articles of organization on 6/24/2013.

organization on 0.2472008

TENZER DE CARO PLI C

by Kristing Roy as attorney/in-fact

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# STATEMENT OF REGISTERED AGENT

LIMITED LIABILITY COMPANY: Magide LLC

REGISTERED AGENT/OFFICE:

Corporate Creations Network Inc. 11380 Prosperity Farms Road #221E Palm Beach Gardens FL 33410 UNITED STATES



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.

ORPORATE CREATIONS VETWORK

by Kristine Roy. Special Secretar,

Date: June 24, 2013

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