

**L1300011412**

Division of Corporations  
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Fax Number : (850) 617-6383

**From:**

Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305) 634-3694  
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AUG - 7 2013  
L. SELLER

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**FLORIDA LIMITED LIABILITY CO.  
ESPIRIT MANAGEMENT, LLC**

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**ARTICLES OF ORGANIZATION  
OF  
ESPIRIT MANAGEMENT, LLC**

The undersigned, being a duly authorized representative of a member, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

**ARTICLE I  
NAME**

The name of the limited liability company is **ESPIRIT MANAGEMENT, LLC**, a Florida limited liability company, (the "Company").

**ARTICLE II  
ADDRESS**

The principal office and mailing address of the Company is: 40 S.W. 13<sup>th</sup> Street, Unit 802, Miami, Florida 33130

**ARTICLE III  
REGISTERED AGENT AND OFFICE**

The Company designates 40 S.W. 13<sup>th</sup> Street, Unit 802, Miami, Florida 33130 as the street address of the initial registered office of the Company and names Dymax International Services Inc. as the Company's initial registered agent at that address to accept service of process within this state.

**ARTICLE IV  
MANAGEMENT**

The Company shall be conducted, carried on, and managed by a Manager. The initial Manager shall be Midmar Ltd. The Manager will also have the rights and responsibilities described in the Operating Agreement of the Company. The Manager shall serve in such capacity until a successor is duly elected and qualified.

INSTRUMENT PREPARED BY:  
STEPHEN A. FREEMAN, P.A.  
Stephen A. Freeman, Esq.  
40 S.W. 13<sup>th</sup> Street, Suite 802  
Miami, Florida 33131 (305) 373-6590  
FBN 146795

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**ARTICLE V**  
**DURATION AND CONTINUATION**

The period of the Company's duration shall commence with the filing of these Articles of Organization with the Secretary of State, and shall continue perpetually, unless terminated (i) in accordance with the Company's Operating Agreement, or (ii) by the written agreement of a majority of ownership interest.

**ARTICLE VI**  
**PURPOSE**

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

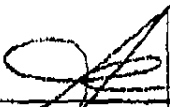
**ARTICLE VII**  
**ADDITIONAL MEMBERS**

Additional Members may be admitted upon the approval of a majority of the ownership interest of the Company, upon the written application of such new Member, in the manner set forth in the Operating Agreement of the Company.

**ARTICLE VIII**  
**OPERATING AGREEMENT**

The power to adopt, alter, amend, or repeal the Operating Agreement of the Company shall be vested in the Members of the Company in the manner set forth in the Operating Agreement of the Company.

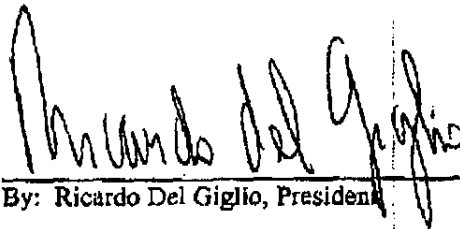
IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 6<sup>th</sup> day of August, 2013.

  
\_\_\_\_\_  
Stephen A. Freeman  
Duly Authorized Representative

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### ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for DYMAX INTERNATIONAL SERVICES INC., to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and acknowledge that the undersigned is familiar with, and accepts, the obligations of such position on this 6<sup>th</sup> day of August, 2013.



By: Ricardo Del Giglio, President

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