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Florida Department of State
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**FLORIDA LIMITED LIABILITY CO.
THE SHOPPERS PLACE, LLC**

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Articles of Organization for

THE SHOPPERS PLACE, LLC

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The undersigned, for the purpose of forming a Limited Liability Company under the Florida Limited Liability Company Act, Florida Statutes Chapter 08, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE I – Name

The name of the limited liability company shall be **THE SHOPPERS PLACE, LLC** hereinafter, "Company".

ARTICLE II – Principal and Mailing Address

The principal place of business of the Company in Florida shall be:

20801 BISCAYNE BLVD, STE 403
MIAMI, FL 33180

The mailing address of the Company shall be:

20801 BISCAYNE BLVD, STE 403
MIAMI, FL 33180

ARTICLE III – Purpose

The Company shall transact any lawful business for which a limited liability company may be organized under the laws of the United States and of the State of Florida.

ARTICLE IV – Powers

The Company shall have all the powers granted to a Limited Liability Company under the laws of the State of Florida.

ARTICLE V – Effective Date

The Company shall commence its existence immediately on the date the articles of organization are approved and filed by the Florida Department of State.

ARTICLE VI – Term of Existence

The Company existence shall be perpetual, unless the Company is earlier dissolved as provided in these Articles of Organization or in the regulations.

ARTICLE VII – Management / Member AND %

The Company shall be managed by a manager(s) in accordance with regulations adopted by the member(s) for the management of the business and affairs of the Company. These regulations

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may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law of these Articles of Organization. The initial name of all such member(s) who is/are to serve as manager(s) is/are:

Operating Manager / Member	MAURICIO MACHADO ZANETTI	25%
Operating Manager / Member	VIVIENNE BROWNING AUFDENBLATTEN	50%
Operating Manager / Member	ALESSANDRA ZWIR BALERONE ZANETTI	25%

Whose mailing addresses shall be the same as the principal office of the Company.

ARTICLE VIII – Admission of New Members

No additional member(s) shall be admitted to the Company, except with the unanimous written consent of the majority of the member(s) of the Company and upon such terms and conditions as shall be determined by all the member(s). A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other member(s) to the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE IX – Registered Agent

The name and Florida Street address of the initial Registered Agent of the Company is:

TAX SECRETS, INC.
5052 NW 45th Ave
Coconut Creek, FL 33073

ARTICLE XI – Dissolution

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there are at least one remaining member.

IN WITNESS WHEREOF, The undersigned, an authorized representative of the members, has made and subscribed these Articles of Organization at Coconut Creek, Florida, for the foregoing uses and purposes, this August 06, 2013;



Tais Silva, Authorized Representative of the Members

Tax Secrets, Inc.

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

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PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE MENTIONED COMPANY, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED AGENT/REGISTERED OFFICE, IN THE STATE OF FLORIDA.

1. The name of the Company is:

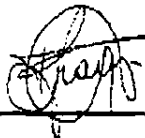
• **THE SHOPPERS PLACE, LLC**

2. The name and address of the Registered Agent and Office is:

Tax Secrets, Inc.

5052 NW 45th Ave
Coconut Creek, FL 33073

Having been named as Registered Agent and to accept service of Process for the above stated 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.



President

August 06, 2013



Tax Secrets, Inc.

5052 NW 45th Ave, Coconut Creek, FL 33073

Phone: (561) 317-5661 Fax: (954) 607-2559