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((H13000248396 3))) Effective Date *Nov. 07, 2013*



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**FLORIDA LIMITED LIABILITY CO.  
ANDRO PROMOTIONS, LLC**

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**Articles of Organization of**  
**ANDRO PROMOTIONS, LLC.**  
**Limited Liability Company**

Effective Date *Nov. 07, 2013*

KNOW ALL MEN BY THESE PRESENTS: That I, Owner and Founder, desiring to form a limited liability company for those purposes set forth herein and in conformance with the Florida Limited Liability Company Act, do establish:

**Article I**

**Company Name**

That name of the limited liability company is:

**ANDRO PROMOTIONS, LLC.**

**Article II**

**Duration**

Effective Date: November 7<sup>th</sup>, 2013

That the period of duration of this limited liability company is thirty years from the date of filing hereof with Florida unless sooner dissolved as provided by Florida law.

**Article III**

**Purpose**

That the purpose for which this limited Liability Company is organized is primarily to run services permitted by law, within the statutes of the State of Florida and other states permit.

**Advertising Specialties**

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**Article IV**

**Principal Place of Business**

That the address of its principal place of business is:

355 Hampton Lane  
Key Biscayne, FL. 33149

**Article V**

**Registered Agent & Office**

The name and Florida Street address of the registered agent is:

Teresa Downing  
355 Hampton Lane  
Key Biscayne, FL. 33149

Having been named as registered agent and to accept service of process for the above stated limited liability 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.

Registered Agent Signature:

*Teresa Downing*

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**Article VI****Capitalization**

That the total capital contributions of each Member, which is his or its respective undivided interest in personal property having at least a value totaling \$1000.00 should be allocated as follows.

- **William Downing** **Managing Director \$1000.00**  
Costa del Este, Costa de las Perlas  
Casa #42  
Panamá, Republica de Panamá

**Article VII**  
**Additional Liability of Members**

That no additional capital contributions will be required.

**Article VIII**  
**Admission of Additional Members**

That additional Members will be admitted or expelled or expelled only with the unanimous consent of all Members entitled to participate in management and upon such terms as are unanimously agreed to by all members entitled to a dividend upon dissolution or liquidation.

**Article XI**  
**Continuity of Life**

That the remaining members of the limited liability company may only have the right to continue the business upon death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or occurrence of any other event which terminated the continued Membership of a Member in this limited liability company if they unanimously elect to do so. The return of capital and the distribution of profits shall be determined from the company's books, as of the effective date of withdrawal, based on generally accepted accounting practices, and paid as soon as practicable without diminishing the prospects of the company's ventures and subject to the limitations of the **FLORIDA** Limited Company Act.

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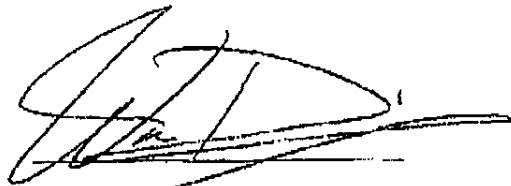
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## Article X

## Management

The business of the company shall be conducted under the exclusive management of its Members, or outside managers if its Members unanimously elect, who shall have exclusive authority to act for the company in all matters. The Members from time to time designated certain Members as Officers to act for the Company in certain matters as specified by the LLC Operating Agreement.

Dated this 7<sup>th</sup> day of November, 2013.

  
WILLIAM DOWNING

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