

**Electronic Articles of Organization
For
Florida Limited Liability Company**

L14000021520
FILED 8:00 AM
February 07, 2014
Sec. Of State
tbrown

Article I

The name of the Limited Liability Company is:

VENUSA LLC

Article II

The street address of the principal office of the Limited Liability Company is:

1450 BRICKELL AVENUE , MIAMI
#2780
MIAMI, FL. US 33131

The mailing address of the Limited Liability Company is:

1450 BRICKELL AVENUE , MIAMI
#2780
MIAMI, FL. US 33131

Article III

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

PAUL H KUPFER
5541 UNIVERSITY DRIVE
103
CORAL SPRINGS, FL. 33067

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: PAUL H KUPFER

Article IV

The name and address of person(s) authorized to manage LLC:

Title: MGRM
CELESTINO I DIAZ
1425 BRICKELL AVENUE, #59B
MIAMI, FL. 33131

Title: MGRM
KLAUS LEDERER
951 BRICKELL BAY DR. #905
MIAMI, FL. 33131 US

Title: MGRM
THOMAS RIZK
1540 BROADWAY
NEW YORK, NY. 10036 US

Title: MGRM
GEOFFREY RIZK
1540 BROADWAY
NEW YORK, NY. 10036 US

L14000021520
FILED 8:00 AM
February 07, 2014
Sec. Of State
tbrown

Signature of member or an authorized representative

Electronic Signature: PAUL H KUPFER, ESQ.

I am the member or authorized representative submitting these Articles of Organization and affirm that the facts stated herein are true. I am aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S. I understand the requirement to file an annual report between January 1st and May 1st in the calendar year following formation of the LLC and every year thereafter to maintain "active" status.