

**L14000129502**

Florida Department of State  
Division of Corporations  
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**FLORIDA LIMITED LIABILITY CO.  
GUACAMAYA, LLC**

Certificate of Status	1
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2014 JUN -3 AM 8:19  
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A.A CRESPO-305-271-5185

#5781 P.002/005

No. 5/04 P. 2/5

H140001295021

## ARTICLES OF ORGANIZATION

OF

GUACAMAYA, LLC

The Articles of Organization of a Limited Liability Company under Florida Statutes Chapter 605 are made and entered into as of the 28th day of May, 2014.

### ARTICLE I

**NAME:** The name of the Limited Liability Company is:

GUACAMAYA, LLC

### ARTICLE II

**ADDRESS:** The address of the company's principal office shall be:

1825 WEST AVENUE UNIT #9  
MIAMI BEACH, FLORIDA 33139

### ARTICLE III

**PURPOSE:** In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

ANY AND ALL LAWFUL BUSINESS

### ARTICLE IV

**DURATION:** The company shall be perpetual from the date hereof, unless earlier terminated in accordance with Florida Statutes Chapter 605 or as provided in the Operating Agreement adopted by the members.

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#### ARTICLE V

**REGISTERED AGENT AND ADDRESS:** The name and address of the registered agent is:

**DANIELA OLIWKOWICZ**  
1825 WEST AVENUE UNIT #9  
MIAMI BEACH, FLORIDA 33139

#### ARTICLE VI

**MEMBERSHIP RESTRICTIONS:** The members shall have the right to admit new members, according to the provisions set out in the Operating Agreement. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

#### ARTICLE VII

**CONTINUATION:** Upon occurrence of an event listed in Florida Statute 605 the then existing and/or non bankrupt members may continue the business of the company, if all agree to do so.

#### ARTICLE VIII

**MANAGEMENT:** The company shall be managed by its designated manager until the first annual meeting of the members or until a successor is elected and qualifies. The designated manager name and address is as follows:

**OSCAR OLIWKOWICZ**  
1825 WEST AVENUE UNIT #9  
MIAMI BEACH, FLORIDA 33139

#### ARTICLE IX

**POWERS:** All limited liability company powers shall be exercised by or under the authority of, and the business affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company, subject to the provisions set out in the Operating Agreement.

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#5781 P.004/005

No. 5/04 P. 4/5

H14000129502

ARTICLE X

**CAPITAL CONTRIBUTION:** Capital contributions, as determined by the members as set out in the Operating Agreement, will be made as required for investment purposes.

ARTICLE XI

**REGULATIONS:** The members shall have the power to adopt, alter, amend, or repeal regulations of the Company containing provisions for the regulations and management of the affairs of the company.

ARTICLE XII

**TRANSFERABILITY:** No member may transfer his, her or its interest in the company without the consent of the other members.

ARTICLE XIII

**ARBITRATION:** Dispute among members shall be settled by arbitration in Miami, Florida, pursuant to the rules and procedures of the American Arbitration Association.

The undersigned, being the initial member of these Articles of Organization, for the purpose of forming a limited liability company, do make, subscribe, acknowledge, and file these Articles of Organization hereby declaring and certifying that the articles herein stated are correct.

  
OSCAR OLIWKOWICZ  
MEMBER/MANAGER

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

PURSUANT TO THE PROVISIONS OF SECTION 605 FLORIDA STATUTES  
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE  
FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/  
REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

**GUACAMAYA, LLC**

2. The name and address of the registered agent and  
office is

**DANIELA OLIWKOWICZ  
1825 WEST AVENUE UNIT #9  
MIAMI BEACH, FLORIDA 33139**

Having been named as registered agent and to accept services  
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.

Dated as of this 28th day of May, 2014

Signed by:

  
**DANIELA OLIWKOWICZ  
REGISTERED AGENT**

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