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FLORIDA LIMITED LIABILITY CO.  
NICOPURE LABS, LLC

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**ARTICLES OF ORGANIZATION  
OF  
NICOPURE LABS, LLC**

We, the undersigned natural persons competent to contract, hereby organize and form a limited liability company under and pursuant to Chapter 605, Florida Statutes, as follows:

**ARTICLE 1**

**Name of Limited Liability Company**

The name of this Limited Liability Company shall be Nicopure Labs, LLC.

**ARTICLE 2**

**Period of Duration**

The existence of the Company shall be perpetual from the date of filing these Articles with the Department of State unless terminated by vote of the members.

**ARTICLE 3**

**Purpose**

The Company is organized for the purpose of transacting any and all lawful business which limited liability companies may transact pursuant to Chapter 605, Florida Statutes.

**ARTICLE 4**

**Place of Business and Registered Agent**

The street address and mailing address of the initial business office of the Company is 5909 NW 18<sup>th</sup> Drive, Gainesville, FL 32653, and the name and address of the initial registered agent of the Company is JERALD S. BEER, ESQ., 515 N. Flagler Drive, 20<sup>th</sup> Floor, West Palm Beach, Florida 33401. The Company shall have the privilege of having offices at other places within or without the State of Florida and within or without the United States of America. The Company may, at its discretion, at any time, change the address of its place of business.

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ARTICLE 5

Additional Members

Additional members may be admitted to the Company upon such terms and conditions as shall be established by a majority in interest of the then-existing members.

ARTICLE 6

Continuation of Business

The remaining members of the Company shall have the right to continue the business of the Company on the death, retirement, resignation, expulsion, bankruptcy or dissolution of any member or upon the occurrence of any other event which terminates the continued membership of a member in the Company.

ARTICLE 7

Management

Management and control of the Company is reserved to JEFFREY STAMLER, the sole Member-Manager and sole Authorized Member, who shall serve as the Member-Manager of this Company until such time as another member-manager, manager or authorized person is designated in accordance with the Operating Agreement of the Company. Jeffrey Stamler's address is 5909 N.W. 18<sup>th</sup> Drive, Gainesville, FL 32653.

ARTICLE 8

Indemnification of Members and Manager

Except in the case of gross negligence or willful or wanton behavior, the Company shall indemnify and save harmless every manager and member of the Company from all costs and expense incurred by him, her or it in connection with the defense of any action, suit or proceeding, whether civil or criminal, in which he, she or it is made a party as a result of having been a member of or manager of this Company.

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## ARTICLE 9

Substitution of Members

The interest of the initial members of the Company may be transferred or assigned to third parties who shall be successor members in their place and stead.

## ARTICLE 10

Counterparts

These Articles may be executed in any number of counterparts, each of which when so executed and delivered shall be deemed an original, but all of which taken together shall constitute one and the same instrument and it shall not be necessary in making proof of this Agreement to produce or account for more than one counterpart. Multiple signature and notary pages for the members may be attached to a counterpart of these Articles.

The foregoing is made in accordance with the requirements of Section 605.0203, Florida Statutes.

In witness of the foregoing, I have hereunto set my hand and seal this 25 day of

July, 2014.

Sworn and Subscribed

Before me this 25th day  
of July, 2014



DEBORAH ANN SIMONSON  
NOTARY PUBLIC OF NEW JERSEY  
Commission Expires 8/8/2017

  
JEFFREY STAMLER, Authorized Member  
JASON DEL GUIDICE, Member  
H140001 KENNETH STAMLER, JR., Member

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 605, Florida Statutes, the following is submitted, in compliance with said Act:

That Nicopure Labs, LLC, desiring to organize as a limited liability company under the laws of the State of Florida with its principal office, as indicated in the Articles of Organization, has named JERALD S. BEER, located at 515 N. Flagler Drive, 20<sup>th</sup> Floor, City of West Palm Beach, County of Palm Beach, State of Florida, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT**

Having been named 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 as provided for in Chapter 605, Florida Statutes.

  
JERALD S. BEER  
Registered Agent

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CLERK OF DISTRICT COURT  
PALM BEACH, FLORIDA

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