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Florida Department of State

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**FLORIDA LIMITED LIABILITY CO.
CNC AMERICA, LLC.**

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**ARTICLES OF ORGANIZATION
OF
CNC AMERICA, LLC.
a Florida limited liability company**

The undersigned, being a duly authorized representative of a manager, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 605, Florida Statutes, does hereby adopt the following Articles of Organization:

**ARTICLE I
NAME**

The name of the limited liability company is

**CNC AMERICA, LLC.
("The Company")**

**ARTICLE II
ADDRESS**

The principal office and mailing address of the Company is as follows: **1040 Biscayne Blvd, Apt #2901, Miami, Florida 33132**

**ARTICLE III
REGISTERED AGENT AND OFFICE**

The Company designates **1040 Biscayne Blvd, Apt #2901, Miami, Florida 33132** as the street address of the initial registered office of the Company and names **Andree Martinez**, as the Company's initial registered agent at that address to accept service of process within this state.

**ARTICLE IV
MANAGEMENT**

The Company shall be conducted, carried on, and managed by at least one (1) Authorized Member(s). The Authorized Member(s) shall also have the rights and responsibilities described in the Operating Agreement of the Company. The Authorized Member(s), who shall serve in such capacity until his successor is duly elected and qualified, shall be:

Andree Martinez/ Authorized Member

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ARTICLE V
DURATION AND CONTINUATION

The period of the Company's duration shall commence with the filing of these Articles of Organization with the Secretary of State, and shall continue perpetually, unless terminated (i) in accordance with the Company's Operating Agreement, or (ii) by the written agreement of a majority of ownership interest.

ARTICLE VI
PURPOSE

The purpose for which the Company is being formed is to engage in any activity or business permitted under laws of the United States and the State of Florida.

ARTICLE VII
ADDITIONAL MANAGERS

Additional Managers may be admitted upon the approval of a majority of the ownership interest of the Company, upon the written application of such new Manager, in the manner set forth in the Operating Agreement of the Company.

ARTICLE VIII
OPERATING AGREEMENT

The power to adopts, alter, amend, or repeal the Operating Agreement of the Company shall be vested in the Managers of the Company in the manner set forth in the Operating Agreement of the Company.

The company will indemnify an individual made party to a proceeding because she is or was a manager, officer, or organizer, employee or agent of the Company against liability incurred in the proceeding if:

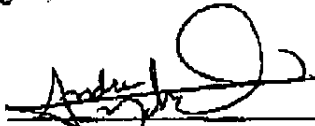
1. She conducted herself in good faith;
2. She reasonably believed that his conduct was in or least not opposed to the Company's interest; and
3. In case of any criminal proceeding, she had no reasonable to believe his conduct was unlawful.

The indemnification and advance of expenses authorized in these articles will not be exclusive to any other rights to which any manager, officer, organizer, employee or agent may be entitled under any bylaw, agreement, or vote of members, disinterested managers or otherwise.

In addition to the foregoing, the Company will indemnify and save the organizers harmless

for all acts taken by them as organizers of the Company, and will pay all costs and expenses incurred by or imposed on them as a result of the same, including compensation based on the usual charges for expenditures required of them in pursuit of the defense against account enforcing the indemnification right under these articles, and the Company releases them from all liability for any such act as organizers not involving willful or grossly negligent misconduct.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 18th day of August, 2014



Andree Martinez
Subscriber

ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for CNC AMERICA, LLC. to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 605, Florida Statutes, and acknowledges that the undersigned is familiar with, and accepts, the obligations of such position on this 18th day of August, 2014.

CNC AMERICA, LLC
a Florida limited liability company

By: 
Andree Martinez, as Registered Agent

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