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**FLORIDA LIMITED LIABILITY<sup>CO</sup> CO.**  
**GNC GLOBAL GROUP LLC**

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 9/8/14

SEP 12 2014

S. YOUNG

ARTICLES OF ORGANIZATION

OF

GNC GLOBAL GROUP LLC

THE UNDERSIGNED, FOR THE PURPOSE OF FORMING A LIMITED LIABILITY COMPANY UNDER THE FLORIDA LIMITED LIABILITY COMPANY ACT, F.S. CHAPTER 605 HEREBY MAKE, ACKNOWLEDGE, AND FILE THE FOLLOWING ARTICLES OF ORGANIZATION.

ARTICLE I-NAME

THE NAME OF THE LIMITED LIABILITY COMPANY SHALL BE GNC GLOBAL GROUP LLC. A LIMITED LIABILITY COMPANY.

ARTICLE II-ADDRESS

(A) THE PRINCIPAL ADDRESS OF THE COMPANY SHALL BE:

1409 SABAL TRAIL  
WESTON, FL 33327

(B) THE MAILING ADDRESS OF THE COMPANY SHALL BE:

1409 SABAL TRAIL  
WESTON, FL 33327

Prepared by: CORDERO C.P.A. P.A.  
8025 N.W. 36 STREET  
SUITE 302  
DORAL, FLORIDA 33166

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ARTICLE III-DURATION

THE COMPANY SHALL COMMENCE ITS EXISTENCE ON SEPTEMBER 8, 2014.  
THE COMPANY'S EXISTENCES SHALL BE PERPETUAL UNLESS THE  
COMPANY IS EARLIER DISSOLVED AS PROVIDED IN THESE ARTICLES OF  
ORGANIZATION.

ARTICLE IV-REGISTERED OFFICE AND AGENT

THE NAME AND STREET ADDRESS OF THE REGISTERED AGENT OF THE  
COMPANY IN THE STATE OF FLORIDA IS:

MARIA G MONTESDEOCA  
1409 SABAL TRAIL  
WESTON, FL 33327

ARTICLES V-CAPITAL CONTRIBUTIONS

THE MEMBERS OF THE COMPANY SHALL CONTRIBUTE TO THE CAPITAL OF  
THE COMPANY THE CASH OR PROPERTY SET FORTH IN AND DESCRIBED IN  
AND DESCRIBED IN THE LIMITED LIABILITY COMPANY OPERATING  
AGREEMENT ON FILE AT THE PRINCIPAL OFFICE OF THE COMPANY (THE  
"OPERATING AGREEMENT")

ARTICLE VI- ADDITIONAL CAPITAL CONTRIBUTIONS

EACH MEMBER SHALL MAKE ADDITIONAL CAPITAL CONTRIBUTIONS TO  
THE COMPANY ONLY ON THE CONSENT OF THE MEMBERS AS SET FORTH  
IN THE OPERATING AGREEMENT.

ARTICLE-VII ADMISSION OF NEW MEMBERS

NO ADDITIONAL MEMBERS SHALL BE ADMITTED TO THE COMPANY  
UNLESS DONE SO PURSUANT TO THE TERMS OF THE OPERATING  
AGREEMENT. A MEMBER MAY ONLY TRANSFER HIS OR HER INTEREST IN  
THE COMPANY AS SET FORTH IN THE REGULATIONS AND OPERATING  
AGREEMENT OF THE COMPANY.

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#### ARTICLE VIII-MANAGEMENT

THE COMPANY SHALL BE MANAGE BY A MANAGER OR MANAGERS IN ACCORDANCE WITH THE ARTICLES OF ORGANIZATION, THE OPERATING AGREEMENT, THE REGULATION ADOPTED BY THE MEMBERS FOR THE MANAGEMENT OF THE BUSINESS AND THE ORDINARY AND CUSTOMARY AFFAIRS OF

THE COMPANY. THE REGULATIONS AND THE OPERATING AGREEMENT, IF ANY, SHALL DETERMINE THE MANNER IN WHICH SUCH THE MANAGER (S) ARE ELECTED AND APPOINTED, AND MAY CONTAIN ANY PROVISIONS FOR THE REGULATION AND MANAGEMENT OF THE AFFAIRS OF THE COMPANY NOT INCONSISTENT WITH THE LAW OR THESE ARTICLES OF ORGANIZATION. THE NAME AND ADDRESS OF THE INITIAL MANAGER OF THE COMPANY IS:

MARIA G MONTESDEOCA  
1409 SABAL TRAIL  
WESTON, FL 33327

MEMBER/MANAGER

CLAUDIO VERNALHA  
1409 SABAL TRAIL  
WESTON, FL 33327

MEMBER/MANAGER

NICOLAS FONSECA  
7826 BUCKS RUN DRIVE  
NAPLES, FL 34120

MEMBER/MANAGER

#### ARTICLES IX-TERMINATION OF EXISTENCE

THE COMPANY SHALL BE DISSOLVED ON THE DEATH, BANKRUPTCY, OR DISSOLUTION OF A MEMBER, OR ON THE OCCURRENCE OF ANY OTHER EVENT THAT TERMINATES THE CONTINUED MEMBERSHIP OF A MEMBER IN THE COMPANY, UNLESS THE BUSINESS OF THE COMPANY IS CONTINUED BY THE CONSENT OF ALL THE REMAINING MEMBERS.

#### ARTICLES X-INDEMNIFICATION

THE COMPANY SHALL INDEMNIFY EACH MEMBER, MANAGER AND ORGANIZER OF THE COMPANY AGAINST ANY AND ALL LIABILITY AND EXPENSES INCURRED BY HIM IN CONNECTION WITH OR ARISING OUT OF ANY ACTION, SUIT OR PROCESSING IN WHICH HE MAY BE INVOLVED, BY REASON OF HIS BEING OR HAVING BEEN A MEMBER, MANAGER AND/OR ORGANIZER OF THE COMPANY TO THE FULL EXTENT PERMITTED BY THE LAWS OF THE STATE OF FLORIDA

IN WINTNESS WHEREOF, THE UNDERSIGNED HAS MADE AND SUBSCRIBED THESE ARTICLES OF ORGANIZATION AT MIAMI, FLORIDA, ON THIS 08 DAY OF SEPTEMBER, 2014.

  
MARIA G. MONTESDEOCA

ACKNOWLEDGMENT OF APPOINTMENT BY REGISTERD AGENT

HAVING BEEN NAMED THE REGISTERD AGENT FOR THE ABOVE CORPORATIONS AT THE PLACE DESIGNATED IN THE FOREGOING ARTICLES OF ORGANIZATION, I HEREBY ACCEPT THE SAME AND AGREE TO ACT IN THIS CAPACITY, AND AGREE TO COMPLY WITH THE PROVISIONS OF FLORIDA LAW RELATIVE TO KEEPING THE REGISTERED OFFICE OPEN.

  
MARIA G. MONTESDEOCA

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