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FLORIDA LIMITED LIABILITY CO.  
NVBH GROUP, LLC

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**ARTICLES OF ORGANIZATION FOR A FLORIDA LIMITED LIABILITY COMPANY**

**ARTICLE I – Name:**

The name of the Limited Liability Company is NVBH GROUP, LLC

**ARTICLE II – Address:**

The mailing address and street address of the principal office of the Limited Liability Company

6010 NW 99th Ave. Unit 100  
Doral, FL 33178

**ARTICLE III – Registered Agent, Registered Office, & Registered Agent's Signature:**

The name and the Florida street address of the Registered Agent are:

Richard Sierra, Esq.  
Richard Sierra & Associates, PA  
7401 Wiles Road, #131  
Coral Springs, FL 33067  
(954) 757-1919

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*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 as provided for in Chapter 605, F.S..*



Registered Agent's Signature

**ARTICLE IV – The Name and Address of each person authorized to manage and control the Limited Liability Company:**

AMBR Blue Hills International, Inc.  
6010 NW 99th Ave. Unit 100  
Doral, FL 33178

AMBR NVIA, LLC  
1900 North Bayshore Dr. #3518  
Miami, FL 33132

**ARTICLE V – Perpetual Duration**

The period of duration of NVBH GROUP, LLC is perpetual.

**ARTICLE VI – Form of Management**

The management of NVBH GROUP, LLC shall be vested on the members pursuant to the Operating Agreement.

**ARTICLE VII – Purpose**

The purpose of the company is to engage in any lawful or activity for which an LLC may be organized under the laws of Florida and the United States.

**ARTICLE VIII – Indemnification**

(a) The company shall indemnify every manager, and the manager's heirs, executors and administrators, against expenses actually and reasonably incurred by the manager, as well as against any amount paid upon a judgment in connection with any action, suit, or other proceeding, civil or criminal, to which the manager may be made a party by reason of having been a manager of this professional limited liability company.

(b) This indemnification is being given because the manager(s) will be requested by the company to act for and on behalf of the company and for the company's benefit.

(c) This indemnification is not exclusive of other rights to which the manager(s) may be entitled.

(d) The manager(s) are entitled to the fullest indemnification allowed by the current law or as the law may be amended after the adoption of these articles.

(e) A manager shall be liable to the company for the following actions:

- (1) Any breach of his or her duty of loyalty to the company, or to its members;
- (2) An act or omission that was taken in bad faith and which constitutes a breach of the Manager's duty to the company by an act that is grossly negligent, malicious, or intentional, as those terms are defined at law;
- (3) A transaction in which the manager benefits to the detriment of the company or its members.
- (4) An action for which the manager is liable at law and for which an indemnification is not allowed.

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**ARTICLE IX -- Operating Agreement**

The Operating Agreement will establish the duties and responsibilities of each authorized member as well as method of distribution of profits and liability for expenses. In the event of conflict between the Operating Agreement and the Articles of Organization, the Operating Agreement will govern.

**ARTICLE X - Right To Continue Business**

In the event of the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event that terminates the continued membership of a member in NVBH GROUP, LLC, the remaining members have the right under the operating agreement to continue the business of NVBH GROUP, LLC.

**ARTICLE XI - Certificate of Membership**

A member's interest in NVBH GROUP, LLC, may be evidenced by a certificate of membership interest signed by the Authorized Member of the LLC, which may be assigned or transferred. The right to assign or transfer a member's interest in NVBH GROUP, LLC is limited by the provisions of the Operating Agreement.

REQUIRED SIGNATURE:



\_\_\_\_\_  
Signature of a member or an authorized representative of a member  
**Daniel Urnaneta, General Manager**  
**Blue Hills International, Inc.**  
**Authorized Member**

(In accordance with section 605.0203 (1) (b), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. I am aware that any 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.)

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