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**FLORIDA LIMITED LIABILITY CO.
POWERCEM TECHNOLOGIES, LLC**

Certificate of Status	0
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Page Count	04
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EXAMINER

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ARTICLE OF ORGANIZATION

POWERCEM TECHNOLOGIES, LLC

The undersigned, being a duly authorized representative of a member, 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 shall be:

POWERCEM TECHNOLOGIES, LLC

ARTICLE II ADDRESS

The principal office and mailing address of the Company is:

c/o POWERCEM TECHNOLOGIES, LLC
1200 ANASTASIA AVENUE, SUITE 300
CORAL GABLES, 33134

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ARTICLE III 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 Company's Operating Agreement or (ii) by the unanimous written agreement of all Members

ARTICLE IV PURPOSE

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

**ARTICLE V
REGISTERED AGENT AND OFFICE**

The Company designates c/o Jorge Diaz-Cueto P.A., 169 East Flagler Street, Suite 1428 as the street address of the initial registered office of the Company and names Jorge Diaz-Cueto P.A. as the Company's initial registered agent at that address to accept service of process within the State

**ARTICLE VI
MANAGEMENT**

The business of the Company shall be conducted, carried on, and managed by a manager, who shall be elected annually by the Members of the Company in the manner prescribed by and provided in the Operating Agreement of the Company. Such Manager shall also have the rights and responsibilities described in the Operating Agreement of the Company

**ARTICLE VII
MANAGING MEMBER**

The name and address of person(s) authorized to manage LLC

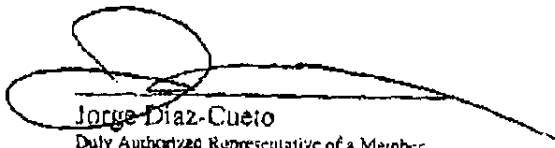
AUTHORIZED MEMBER

GRUPO NINJA
1200 ANASTASIA AVENUE STE 500
CORAL GABLES, FL 33134

**ARTICLE VIII
OPERATING AGREEMENT**

The power to adopt, alter, amend, or repeal the Operating Agreement of the Company shall be vested in the Members of the Company

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this
8th day of December 2014


Jorge Diaz-Cueto

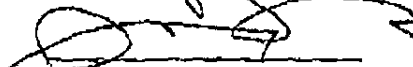
Duly Authorized Representative of a Member

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ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act a registered agent for POWERCEM TECHNOLOGIES, 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 acknowledge that I am familiar with, and accept, the obligations of such position.

JORGE DIAZ CUETO P.A.


JORGE DIAZ-CUETO

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TALLAHASSEE, FLORIDA



December 17, 2014

FLORIDA DEPARTMENT OF STATE
Division of Corporations

CORP USA

SUBJECT: POWERCEM TECHNOLOGIES, LLC
REF: W14000074436

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

Effective January 1, 2014, all limited liability company forms must be submitted in accordance with the Revised Limited Liability Company Act, Chapter 605, Florida Statutes. The proper form is enclosed for your convenience.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6051.

Barbara Bostick
Regulatory Specialist II

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