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tor

Division of Corporations

Fax Number

: (850)617-6383

From:

: CORPORATE CREATIONS INTERNATIONAL INC. Account Name

Account Number : 110432003053

: (561)694-8107

Phone Fax Number

: (561)694-1639

\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\*

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#### FLORIDA LIMITED LIABILITY CO.

Cali Pronails, LLC

Certificate of Status	1
Certified Copy	0
Page Count	05
Estimated Charge	\$130.00

TRANSMISSION VERIFICATION REPORT

TIME

: 12/22/2014 11:52

NAME FAX

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Division of Corporations

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Email Address:



#### FLORIDA DEPARTMENT OF STATE

CORPORATE CREATIONS INTERNATIONAL INC. 

SUBJECT: CALI PRONAILS, LLC REF: W14000076001

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

Pursuant to section 605.0207, F.S., the effective date must be specific, cannot be more than five business days prior to the date of filing or more than 90 days after the date of filing. Our office received your document on December 22, 2014; Please amend your document accordingly.

If your business entity does not intend to transact business until January 1st of the upcoming calendar year, you may wish to revise your document to include an effective date of January 1st. If you do not list an effective date of January 1st, your business entity will become effective this calendar year and it will be required to file an annual report and pay the required annual report fee for the upcoming calendar year this coming January: which is maraly made annual report. January, which is merely weeks away. By listing an effective date of January 1st, the entity's existence will not be be because of the control of the contro January 1st, the entity's existence will not begin until January 1st of the upcoming year and will, therefore, postpone the entity's requirement to file an annual report and pay the required annual report filing fee until the following calendar year.

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.

Raren A Saly:

FAX Aud. #: E14000294542

Regustory Specialist II FAX Aud. #: E14000294542 Letter Number: 214A00027106

P.O BOX 6327 - Tallahassee, Florida 32314

#### ARTICLES OF ORGANIZATION

# FILED 2014 DEC 22 PM 12: 03 SECRETARY OF STATE TALLAHASSEE. FLORIDA

#### Article I. Name

The name of this Florida limited liability company is: Cali Pronails, LLC

#### Article II. Address

The street address of the Company's initial principal office is: Cali Pronails, LLC 3064 NW Federal Hwy. Jensen Beach FL 34957

The mailing address of the Company's initial principal office is: Cali Pronails, LLC 3064 NW Federal Hwy. Jensen Beach FL 34957



#### Article III. Registered Agent

The name and street address of the Company's registered agent is:

Mark Brechbill 215 SW Federal Hwy Ste 200 Stuart FL 34994

#### Article IV. Classes of Membership

The Company's Operating Agreement provides for a number of classes of membership that bestow specific rights and obligations on the members of each class, depending on the member's participation in that class. These rights and obligations are unique to each class and may include the right to become a member; vote; receive guaranteed payments or preferential distributions, either upon liquidation or prior to liquidation; the ability to collateralize their membership interest; as well as any obligation to provide additional capital, or guarantee debt. The Operating Agreement may also place restrictions on the ability to control or influence the management of the Company, the timing and payment of distributions, the allocation of profits, losses, and ownership, the transferability of a member's membership interest, including the right to vote that interest, and the liquidation or dissolution of the Company.

#### Article V. Transferability of Membership Interests

Except as otherwise provided in the Operating Agreement, no member may transfer all or any part of his or her interest to any person, whether voluntarily, involuntarily or by operation of law, without the prior written consent of all of the members, which consent may be withheld in the sole and absolute discretion of the members. Transfer includes the sale, exchange, pledge, encumbrance or other transfer or disposition by a member of any part of his or her interest, whether for valuable consideration or as a gift. Furthermore, in no event shall any transferee or assignee of an interest have any right to be admitted to the Company as a member, whether or not the transfer was approved by the prior written consent of all of the members. If a transfer of a member's interest is approved by the prior written consent of the members, but the transferee is not admitted to the Company as a member, then the transferee shall have no right to become a member, to participate in the management of the Company, or to exercise any of the rights or powers of a member. The transferee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the transferor was entitled, to the extent assigned, pursuant to the rights and obligations of that class of membership interest as delineated in the Company's Operating Agreement.

#### Article VI. Distributions

Unless otherwise provided in the Company's Operating Agreement, distributions upon liquidation, or prior to liquidation, guaranteed payments for services or guaranteed payments for the use of capital, and any other return of capital, preferential or otherwise, is at the sole and absolute discretion of the Manager, who is not required to be a member, and whose election, appointment, or removal may be restricted by the Operating Agreement, or may require the written consent of all voting members, or of the Manager.

#### Article VII. Management

The Company will be Manager managed, and the Manager may, but does not have to be a member. The name and address of the Manager is:

Tan Tran Holdings, LLC 2572 SE Appleby St. Port St. Lucie FL 34984



#### Article VIII. Company Existence

The Company's existence shall begin effective as of December 22, 2014.

The undersigned authorized representative of a member executed these Articles of

Organization on 12/23/2014: 5/7/14

MARK BRECHBILL, PLLC

by Tim Pratts as Attorney-in-Fact

MINDEC 22 PH 12: 03

## STATEMENT OF REGISTERED AGENT LIMITED LIABILITY COMPANY: Cali Pronails, LLC



**REGISTERED AGENT/OFFICE:** 

Mark Brechbill 215 SW Federal Hwy Ste 200 Stuart FL 34994

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

MARK BRECHBILL

by Tim Pratts as Attorney-in-Fact

Date: December 22, 2014.