

4/1/2015

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Division of Corporations

Florida Department of State
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FLORIDA LIMITED LIABILITY CO.
ZURFACES HOLDINGS, LLC

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Page Count	05
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April 2, 2015

FLORIDA DEPARTMENT OF STATE
Division of Corporations

MDC PARTNERS

SUBJECT: SURFACES HOLDINGS, LLC
REF: W15000022810

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.

Chapter 605, Florida Statutes, does not allow limited liability companies to issue shares or stock. Consequently, limited liability company documents cannot contain any references/terms which may implicate otherwise. Please delete any references to terms such as "shares," "stock," "stockholders," "shareholders" or the like from your document.

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.

Neyssa Culligan
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The misnomer in Article V has been corrected.

Thank you!

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
ZURFACES HOLDINGS, LLC**

The undersigned, being the Sole Organizer, desiring to form a limited liability company under and pursuant to the Florida Revised 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 ZURFACES HOLDINGS, LLC (the "Company").

**ARTICLE II
ADDRESS**

The principal office of the Company is:

3541 NW 82nd Avenue
Doral, Florida 33122

The mailing address of the Company is:

3541 NW 82nd Avenue
Doral, Florida 33122

**ARTICLE III
REGISTERED AGENT AND OFFICE**

The Company designates 3541 NW 82nd Avenue, Doral, Florida 33122, as the street address of the initial registered office of the Company and names Jose Marti its initial registered agent at that address to accept service of process within this state.

**ARTICLE IV
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,

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unless terminated (i) in accordance with the Company's Operating Agreement, or
(ii) by the written agreement of a majority of ownership interest.

ARTICLE V
AUTHORIZED UNITS

The Company is authorized to issue Ten Thousand (10,000) membership units, par value \$0.01 per unit.

ARTICLE VI
MANAGEMENT

The business of the Company shall be conducted, carried on, and managed by at least one (1) Manager and is, therefore, a manager-managed Company. The Manager(s) shall also have the rights and responsibilities described in the Operating Agreement of the Company, if applicable. The Manager(s) shall serve in such capacity until his, her or their successor(s) is/are duly elected and qualified.

ARTICLE VII
MANAGERS

The name and address of the initial Managers of the Company are:

Marco A. Delgado
7825 Miller Road, Suite C211
Miami, Florida 33155

Jose Marti
3541 NW 82nd Avenue
Doral, Florida 33122

Antonio Alcaino
303 Bernal Street
Edinberg, Texas 78539

ARTICLE VIII
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 including activities within the United States and abroad.

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ARTICLE IX
ADDITIONAL MEMBERS

Additional Members may be admitted upon the written consent of the majority ownership interest, and upon the written application of such new Member, in the manner set forth in the Operating Agreement of the Company, if applicable.

ARTICLE X
OPERATING AGREEMENT

The power to adopt, 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, if any.

[Signature on following page]

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IN WITNESS WHEREOF, the undersigned has hereunto set its hand and seal this 31st day of March, 2015.

ORGANIZER:


Jose Marti

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ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for ZURFACES HOLDINGS, 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 this 31st day of March, 2015.



Jose Marti

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NOTARY OF STATE
TALLAHASSEE, FLORIDA