

Division of Corporations

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Florida Department of State  
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**LLC AMND/RESTATE/CORRECT OR M/MG RESIGN  
TEDELTA NORTH AMERICA, LLC**

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**AMENDED AND RESTATED  
ARTICLES OF ORGANIZATION  
OF  
TEDELTA NORTH AMERICA, LLC**

In accordance with Section 608.411 of the Florida Limited Liability Company Act, Fla. Stat. Chapter 608, the Articles of Organization of Tedelta North America, LLC, a Florida limited liability company (the "Company"), originally filed with the State of Florida Department of State on June 9, 2015, are hereby amended and restated in their entirety as follows:

**ARTICLE I  
NAME OF LIMITED LIABILITY COMPANY**

The name of the Company is: Tedelta North America, LLC.

**ARTICLE II  
ADDRESS**

The street address and the mailing address of the Company's principal office is:

Tedelta North America, LLC  
2255 Glades Road Suite 324A  
Boca Raton, FL 33431

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**ARTICLE III  
REGISTERED AGENT**

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

Arthur Escobar  
2300 S.W. 43rd Street Apt. T4  
Gainesville FL, 32607

**ARTICLE IV  
TRANSFERERABILITY OF MEMBERSHIP INTEREST**

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee 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 assignor was entitled, to the extent assigned.

## **ARTICLE V DISTRIBUTION OF PROFITS**

Unless otherwise provided in the Company's Operating Agreement, there shall not be any distribution of profits unless each separate distribution is approved by the affirmative vote of members who own more than 50% of the voting interest in the Company. The voting members shall have complete discretion on when and if to approve any distribution of profits.

## **ARTICLE VI MANAGEMENT**

There will be a manager-managed company. The name and address of each manager is:

Arthur Escobar  
2255 Glades Road Suite 324A  
Boca Raton, FL 33431

## **ARTICLE VII COMPANY EXISTENCE**

The Company's existence shall begin effective as of June 8, 2015.


*[Signature Page Follows]*

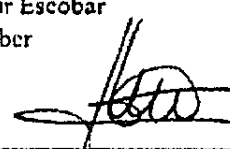
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IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated  
Articles of Organization on this 29 day of NOVEMBER, 2015.

 10/29/15  
\_\_\_\_\_  
John Escobar  
Member

 10/29/15  
\_\_\_\_\_  
Arthur Escobar  
Member

  
\_\_\_\_\_  
TEDELTA HOLDING, S.L.  
Member

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