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**FLORIDA LIMITED LIABILITY CO.**  
**YADI INVESTMENTS LLC**

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**ARTICLES OF ORGANIZATION**  
**OF**  
**YADI INVESTMENTS LLC**

The undersigned, desiring to form a limited liability company (hereinafter the "Company") under and pursuant to Florida Statute 608 entitled the Florida Limited Liability Company Act (the "Act"), does hereby adopt the following Articles of Organization for the Company.

**ARTICLE I : NAME**

The name of the Company shall be: **YADI INVESTMENTS LLC**

**ARTICLE II : DURATION**

The Company shall commence existence on the date these Articles of Organization are filed with the Florida Department of State. The period of the Company's duration shall be perpetual, unless the Company is dissolved earlier pursuant to the provisions of the Regulations or the Act.

**ARTICLE III: ADDRESS**

The place of business and mailing address of the Company shall be :  
6039 Collins Ave, Suite 632 Miami Beach, FI 33140  
and such other place or places as the members from time to time may determine.

**ARTICLE IV : INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Company is :  
6039 Collins Ave, Suite 632 Miami Beach, FI 33140

The registered agent is : **Yadila Diaz**

and the principal business address of the Company shall be :  
6039 Collins Ave, Suite 632 Miami Beach, FI 33140

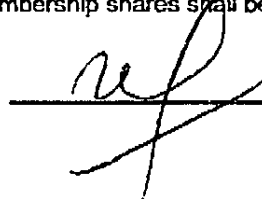
**ARTICLE V : MANAGEMENT OF COMPANY**

Management of the Company shall be vested in the Member and is, therefore, a Member managed company.

The members of this Company, and their respective membership shares shall be:

**Yadila Diaz**

100%



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ARTICLE VI: INDEMNIFICATION

The Company does hereby indemnify its Manager for any of their conduct on behalf of, or related to their duties as Manager of the Company and holds harmless for any acts on behalf of or in connection with its services for the Company.

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above state limited liability company at the place designated in the Articles of Organization, I hereby accept this 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 this position as registered agent.

SIGNATURE

  
Yadila Diaz

DATE

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**OPERATING AGREEMENT**  
**OF**  
**YADI INVESTMENTS LLC**

This is the Operating Agreement of YADI INVESTMENTS LLC a limited liability company, hereinafter titled the Company, which has been organized pursuant to the Limited Liability Company Act of the State of Florida. This Operating Agreement is entered and shall be effective upon execution by and among the Company and the persons executing this Agreement, hereinafter titled Members.

**ARTICLE I**

**FORMATION**

1.01 ORGANIZATION. The company shall be organized as a limited liability company pursuant to the limited liability company laws of the State of Florida.

1.02 AGREEMENT. In consideration of the mutual covenants herein contained, the Members agree to be bound by the terms and conditions of this Operating Agreement as written and as it may from time to time be amended.

1.03 NAME. The Company name shall be : YADI INVESTMENTS LLC

1.04 TERM. The Company shall be dissolved and discharged in accordance with this Operating Agreement and State Law or unless the term of the Company is extended pursuant to State law or the Company is earlier dissolved and discharged in accordance with State law or terms of this Operating Agreement.

1.05 PRINCIPAL OFFICE. The principal office of the Company shall be located at 6039 Collins Ave, Suite 632 Miami Beach, FL 33140 until changed by the Members.

1.06 PURPOSE. The Company shall engage in any lawful business for which a limited liability company can be formed.

**ARTICLE II**

**MEMBERS**

2.01 NAMES AND ADDRESSES. The names and addresses of the members shall be set forth in an Article V of the Articles of Organization.

2.02 ANNUAL MEETINGS. All annual meetings of the Members shall be held at the principal office of the limited liability company in the City of Miami or at such other place as designated by the Members. Special meetings may be held at such time and place within or without the State of Florida as shall be stated in the notice of meetings or in a duly executed waiver notice thereof.

2.03 ANNUAL MEETINGS ARE TO BE HELD. Annual meetings of Members commencing with the year of organization shall be held each year within 120 days following the close of the Company's tax year.

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**2.04 SPECIAL MEETINGS.** Special meetings of the Members for any purpose unless otherwise prescribed by statute or by the Articles of Organization may be called by a majority of the Members or at the request in writing given to all Members by any Member owning a majority interest in the capital account of the Company. Such request shall state the purpose of the proposed meeting. Notice shall be deemed given at the time it is delivered personally or deposited in the mail or sent by other means of written communication to each Member at the last known Company address for each member.

**2.05 BUSINESS AT MEETINGS.** Business transacted at any special meeting of Members shall be limited to the purpose stated in the notice calling the special meeting.

**2.06 QUORUM.** The holders of a majority interest in the company as based on their capital contribution to the Company in relation to the total capital contribution of all Members and entitled to vote if present in person or represented by proxy shall constitute a quorum at all meetings of the Members for the transaction of business except as otherwise provided by statute or by the Articles of Organization. If a quorum is initially present, the Members may continue to transact business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum, if any action taken is approved by a majority of the Members required initially to constitute a quorum.

**2.07 MEETING WHEN QUORUM PRESENT.** When a quorum is present or represented at any meeting, the vote of the holders of a majority of the membership interests in the Company as based upon their capital contribution in relation to the total capital contribution by the Members present in person or represented by proxy shall decide any question brought before such meetings unless the question is one upon which by express provision of the statutes or of the Articles of Organization a different vote is required in which case such express provision shall govern and control the decision on such question.

**2.08 VOTING.** Only persons in whose names membership interests entitled to vote stand in the membership records of the limited liability company on the day of any meeting of Members shall be entitled to vote at such meeting.

**2.09 PROXIES.** At any meeting of the members any Member may be represented and vote by a proxy or proxies appointed by an instrument in writing. In the event that any such instrument shall designate two or more persons to act as proxies a majority of such persons present at the meeting or if only one shall be present that one shall have and may exercise all of the powers conferred by such written instrument upon all of the persons so designated unless the instrument shall provide otherwise. No such proxy shall be valid after the expiration of six months from the date of its execution.

**2.10 ACTION AT A MEETING.** Any action except the election of the managing members that must be taken by vote of Members at a meeting may be taken without a meeting if authorized by the written consent of the Members holding at least a majority of the voting power unless the provisions of the statutes or of the Articles of Organization require a greater proportion of voting power to authorize such action, in which case such greater proportion of written consent shall be required.

SIGNATURE(s)

Yadila Diaz

DATE

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