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Division of Corporations

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Florida Department of State  
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To:

Division of Corporations  
Fax Number : (850)617-6381

From:

Account Name : CORPORATE CREATIONS INTERNATIONAL INC.  
Account Number : 110432003053  
Phone : (561)694-8107  
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.\*\***

Email Address: \_\_\_\_\_

FLORIDA LIMITED LIABILITY CO.  
FLMS Palencia, LLC

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## ARTICLES OF ORGANIZATION

### Article I. Name and Purpose

The name of this Florida limited liability company is:  
FLMS Palencia, LLC

To develop, acquire, own and operate one or more Dunkin Donuts and /or Baskin-Robbins franchises and to conduct all business and financing activities related to those franchises. To develop, acquire, own and lease any real or personal property used in connection with such franchises, including the financing of the same.

### Article II. Address

The street and mailing address of the Company's initial principal office is:  
FLMS Palencia, LLC  
7440 US 1 North  
Saint Augustine FL 32095

### Article III. Registered Agent

The name and street address of the Company's registered agent is:  
Corporate Creations Network Inc.  
11380 Prosperity Farms Road #221E  
Palm Beach Gardens FL 33410

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### Article IV. Transferability of Membership Interests

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

Corporate Creations International Inc.  
11380 Prosperity Farms Road #221E  
Palm Beach Gardens FL 33410  
(561) 694-8107

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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

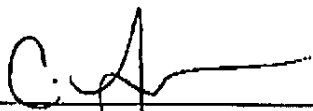
This will be a manager-managed company. The name and address of each manager is:

Alexander F. Fernandez  
6240 Greatwater Drive  
Windermere FL 34786  
Alexander D. Fernandez  
6240 Greatwater Drive  
Windermere FL 34786  
Randy A. Fernandez  
385 Chadwick Drive  
Davenport FL 33837

Article VII. Company Existence

The Company's existence shall begin effective as of March 31, 2016.

The undersigned authorized representative of a member executed these Articles of Organization on 3/31/2016.

  
\_\_\_\_\_  
CORPORATE CREATIONS INTERNATIONAL INC.  
Luis A. Uriarte President and Chief Strategy Officer  
by Caitlin Lazarus as attorney-in-fact

Corporate Creations International Inc.  
11380 Prosperity Farms Road #221E  
Palm Beach Gardens FL 33410  
(561) 694-8107

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## STATEMENT OF REGISTERED AGENT

### LIMITED LIABILITY COMPANY:

FLMS Palencia, LLC

### REGISTERED AGENT/OFFICE:

Corporate Creations Network Inc.  
11380 Prosperity Farms Road #221E  
Palm Beach Gardens FL 33410  
UNITED STATES

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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.

  
CORPORATE CREATIONS NETWORK INC.  
Caitlin Lazarus, Special Secretary

Date: March 31, 2016.

Corporate Creations International Inc.  
11380 Prosperity Farms Road #221E  
Palm Beach Gardens FL 33410  
(561) 694-8107

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