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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

☐ PICK-UP

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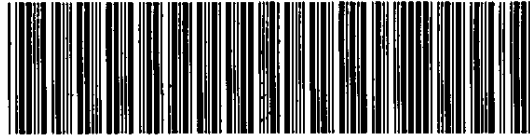
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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EXPIRATION DATE 05/05/16

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SACHER, MARTINI & SACHER, P.A.

ATTORNEYS AT LAW

2655 LeJeune Road, Suite 1101, Coral Gables, Florida 33134

Telephone: 305/448-3900 • Facsimile: 305/446-9206

Charles P. Sacher
Gregory T. Martini
Charles S. Sacher

Melissa R. Smith
Natalie E. Urbieto

May 6, 2016

Via Federal Express, Tracking # 8102 7640 9836

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: TuCel Miami, LLC
Our File No. 4372-1-6

Dear Sir/Madam:

On behalf of the above-referenced limited liability company, I enclose herewith an original and one (1) copy of the fully executed and notarized Articles of Organization, together with our firm check in the amount of \$155.00.

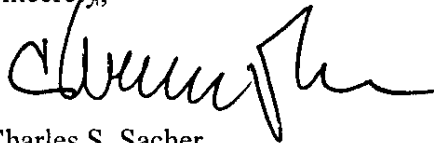
Please have this original copy of the Articles of Organization filed among the corporate records of the State of Florida effective May 5, 2016, so long as the Articles of Organization are filed within five (5) business days of this date. Please return a certified copy to the undersigned.

The check enclosed herein is in payment of the following fees or charges:

Filing Fee	\$100.00
Certified Copy Fee	30.00
Registered Agent Fee	<u>25.00</u>
TOTAL	\$155.00

Thank you for your attention to this matter.

Sincerely,



Charles S. Sacher

CSS:mrs

Enclosures

cc: Mr. Aurelio Leyva (via email only)

ARTICLES OF ORGANIZATION OF
TUCEL AMERICA, LLC

The undersigned, desiring to form a limited liability company under and pursuant to §605.0201, Florida Statutes, does hereby certify as follows:

ARTICLE I
NAME

The name of said limited liability company shall be:

TuCel America, LLC

ARTICLE II
TERM

TuCel America, LLC shall exist in perpetuity.

ARTICLE III
PRINCIPAL OFFICE

Copies of the Operating Agreement of TuCel America, LLC may be obtained from the Manager at 6950 NW 77 Court, Miami, Florida 33166, which is the place in the State of Florida where the principal office of the limited liability company is located. The mailing address of TuCel America, LLC shall be 6950 NW 77 Court, Miami, Florida 33166.

ARTICLE IV
PURPOSES

The purposes for which TuCel America, LLC is formed are:

- A. Engaging in any and all phases of the business of the ownership and management of entities organized under the laws of Mexico, Peru and Colombia.
- B. Engaging in such other lawful acts or activities for which limited liability companies may be formed under §605.0108, Florida Statutes.

ARTICLE V
REGISTERED AGENT

TuCel America, LLC, desiring to organize under the laws of the State of Florida as a limited liability company, has designated its initial registered office at 2655 LeJeune Road, Suite 1101, Miami-Dade County, Coral Gables, Florida, 33134 and has named Charles S. Sacher as its initial Registered Agent who is located at such address.

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ARTICLE VI
MANAGER-MANAGED

The business of this limited liability company shall be conducted by its Manager who shall be elected by the Members and who shall be elected in accordance with the Operating Agreement.

The name and street address of the initial Manager, who shall hold office for the first year of its existence or until his or her successor is elected and qualified is as follows:

Name

Address

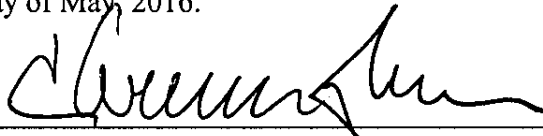
Aurelio Leyva

6950 NW 77 Court
Miami, Florida 33166

ARTICLE VII
EFFECTIVE DATE

In accordance with the provisions of §605.0207, Florida Statutes, the effective date of existence is specified to be May 5, 2016, so long as these Articles of Organization are filed with the Secretary of State within five (5) business days of this date.

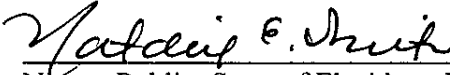
WITNESS my hand and seal this 6th day of May, 2016.


_____(SEAL)
Charles S. Sacher, Authorized Representative

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE) SS:

BEFORE ME, the undersigned authority, personally appeared Charles S. Sacher, to me well known to be the person described in and who executed and subscribed to the foregoing Articles of Organization, and he acknowledged before me that he executed and subscribed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Coral Gables, in said County and State, this 6th day of May, 2016.



Notary Public, State of Florida at Large

My commission expires:



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ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to as registered agent and to accept service of process for TuCel America, LLC at the place designated in Article V of the Articles of Organization to which this Acknowledgment is attached; I hereby acknowledge that I am familiar with and accept the obligations of that position as provided for in Chapter 605, Florida Statutes.

 (SEAL)
Charles S. Sacher, Registered Agent

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