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Florida Department of State  
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From: Account Name : CORPORATE CREATIONS INTERNATIONAL INC.  
Account Number : 110432003053  
Phone : (561)694-8107  
Fax Number : (561)694-1639

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**FLORIDA LIMITED LIABILITY CO.  
GRUPO ALIMENTARIO CITRUS USA, LLC**

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FLORIDA DEPARTMENT OF STATE

Division of Corporations

CORPORATE CREATIONS INTERNATIONAL INC

SUBJECT: GAC USA LLC  
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Jessica A Fason  
Regulatory Specialist II

FAX Aud. #: H17000012411  
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## ARTICLES OF ORGANIZATION

### Article I. Name

The name of this Florida limited liability company is:  
GRUPO ALIMENTARIO CITRUS USA, LLC

### Article II. Address

The street address of the Company's initial principal office is:  
GRUPO ALIMENTARIO CITRUS USA, LLC  
2875 N.E. 191 Street, Suite 302  
Aventura FL 33180

The mailing address of the Company's initial principal office is:  
GRUPO ALIMENTARIO CITRUS USA, LLC  
2875 N.E. 191 Street, Suite 302  
Aventura FL 33180

### Article III. Registered Agent

The name and street address of the Company's registered agent is:  
YH & S Accounting & Financial Consultants, Inc.  
2875 N.E. 191 Street, Suite 302  
Aventura FL 33180

### 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.

YH & S Accounting & Financial Consultants, Inc.  
2875 N.E. 191 Street, Suite 302  
Aventura FL 33180  
305-935-4160

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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

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

Saúl Sola  
2875 N.E. 191 Street, Suite 302  
Aventura FL 33180

Article VII. Company Existence

The Company's existence shall begin effective as of January 13, 2017.

The undersigned authorized representative of a member executed these Articles of Organization on 1/18/2017.



\_\_\_\_\_  
YH & S ACCOUNTING & FINANCIAL CONSULTANTS, INC.

by Valerie Hawk-Donohue as atty-in-fact

YH & S Accounting & Financial Consultants, Inc.  
2875 N.E. 191 Street, Suite 302  
Aventura FL 33180  
305-935-4160

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## STATEMENT OF REGISTERED AGENT

### LIMITED LIABILITY COMPANY:

GRUPO ALIMENTARIO CITRUS USA, LLC

### REGISTERED AGENT/OFFICE:

YH & S Accounting & Financial Consultants, Inc.  
2875 N.E. 191 Street, Suite 302  
Aventura FL 33180

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.



YH & S ACCOUNTING & FINANCIAL CONSULTANTS, INC.  
by Valerie Hawk-Donohue as atty-in-fact

Date: January 13, 2017.

YH & S Accounting & Financial Consultants, Inc.  
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Aventura FL 33180  
305-935-4160

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