

Nov. 21 2017

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FLORIDA LIMITED LIABILITY CO.
MANTA RAY FILMS & PRODUCTIONS, L.L.C.

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Articles of Organization
Of
MANTA RAY FILMS & PRODUCTIONS, L.L.C.

We the undersigned, in order to form a LIMITED LIABILITY COMPANY,
for the purpose hereinafter stated, under and pursuant to the provision of the
Florida Statutes, do hereby subscribe to these Articles of Organization, and
do adopt the following Articles of Organization:

Articles of Organization

ARTICLE I
NAME

The name of the limited liability company shall be:

MANTA RAY FILMS & PRODUCTIONS, L.L.C.

ARTICLE II
OFFICES

The principal office of the limited liability company in the State of Florida
shall be located at:

4670 Carambola Circle North #2751, Coconut Creek, FL 33066

The mailing address for the limited liability company in the State of Florida
shall be:

4670 Carambola Circle North #2751, Coconut Creek, FL 33066

The limited liability company may have such other offices, either within or
without the State of Florida, as the Managers may designate or as the
business of the Limited liability company may require from time to time.

ARTICLE III

The general nature of the business and the objects and purposes to be
transacted and carried on by this limited liability company shall be:

- (a) This limited liability company is organized with the purpose to engage in Production of Movies, Videos, Commercials, also Production of Movies, Videos, Commercials education, and all other lawful activities permitted under the laws of the State of Florida and the United States of America.
- (b) To enter into, make and perform sales, contracts of every kind, for any lawful purpose, without limit as to the amount, with any person, firm association or limited liability company, town, city, country, state, territory or government.
- (c) To purchase or otherwise to acquire, and to hold, own, maintain or otherwise dispose of and deal in lands and leaseholds, and any franchises, rights in real property, and personal or mixed property, and any rights, licenses or privileges necessary, convenient or appropriate for any of the purposes herein expressed, and to have any and all powers above set forth as fully as natural person, whether as principals, agents trustees or otherwise.
- (d) To guarantee, purchase, hold, sell, assign, transfer, mortgage,
- (e) To do all and everything necessary and proper for the accomplishment of the objective enumerated in these Articles of Organization or any amendment to the Articles of Organization as necessary or incidental to the protection and benefit of this limited liability company and in general to carry on any lawful business necessary or incidental to the attainment of the objectives of the limited liability company whether or not such business is similar in nature to the objects set forth in these Articles of Organization and to do any all things herein before set forth the same extend as natural person might could do.

ARTICLE IV
INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Rodolfo J Suarez
10200 NW 25th Street # 207
Doral, FL 33172

ARTICLE V
MANAGER – MANAGING MEMBER

This limited liability company shall have four (4) managing member initially. The number of managers may be modified from time to time by law adopted by the stockholder(s), but never be less than one.

ARTICLE VI
INITIAL MANAGING MEMBER

The name(s) and post office address of the first Managing Members and/or Manager (s) of the Limited liability company, is / are as follows:

<u>Gerardo Nieto Guarirapa</u>	<u>MGRM</u>	<u>4670 Carambola Circle North #2751, Coconut Creek, FL 33066</u>
(Full Name)	(Title)	(Address)

<u>Gianfabrizio Esposito</u>	<u>MGRM</u>	<u>4670 Carambola Circle North #2751, Coconut Creek, FL 33066</u>
(Full Name)	(Title)	(Address)

<u>Ambrosio A. Frias Escorche</u>	<u>MGRM</u>	<u>4670 Carambola Circle North #2751, Coconut Creek, FL 33066</u>
(Full Name)	(Title)	(Address)

ARTICLE VII

The management and control of the business of the limited liability company shall be conducted under the directions of the Managers.

ARTICLE VIII

These Articles of Organization may be amended in the manner provided by law. Every amendment shall be approved by the Managing Member, approved by a majority of the partners of this limited liability company.

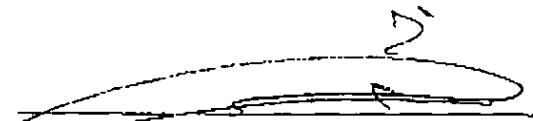
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ARTICLE IX

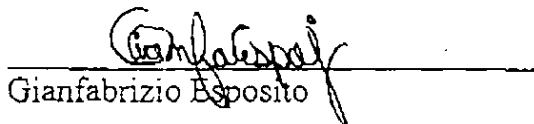
In furtherance and not in limitation of the powers conferred by Statutes, the Managing Member is expressly authorized:

- (a) To adopt and amend the by-laws of this limited liability company provided the amendments thereto are not inconsistent with the by-laws adopted by the partners.
- (b) To authorize and cause to be executed mortgages and liens upon the real and personal property of this limited liability company.
- (c) When and as authorized by the affirmative vote of partners of record in the Limited liability company entitling them to exercise at least a majority of the voting power given at a partnership meeting duly called for that purpose, or when authorized by the written consent of the partners of record, entitling them to exercise at least a majority of the voting power, to sell, lease, or exchange all of this property and assets, including its good will, or any property of assets essential to the business of the limited liability company, upon the terms and conditions as its partners deem expedient and for the best interest of the Limited liability company.

IN WITNESS WHEREOF, Managing Member has hereunto set his respective hand and seal this 17 day of November, 2017:


Gerardo Nieto Guarirapa


Ambrosio A. Frias Escorche


Gianfabrizio Esposito

17 NOV 2017 10:10

CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE

Pursuant to the provision of section 607.0501, Florida Statutes, the Undersigned Limited liability company, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

The name of the limited liability company is:

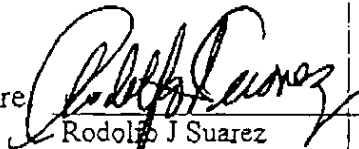
MANTA RAY FILMS & PRODUCTIONS, L.L.C.

1. The name and address of the registered agent and office is:

Rodolfo J Suarez
10200 NW 25th Street # 207
Coral Gables, FL 33134

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED LIMITED LIABILITY COMPANY AT PLACE DESIGNATED IN THIS CERTIFICATE. I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATED TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature


Rodolfo J Suarez

Date:

11/21/17