

L180000004229

Florida Department of State
Division of Corporations
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ESSENCIAL EMBROIDERY LLC

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Page Count	05
Estimated Charge	\$25.00

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January 16, 2018

FLORIDA DEPARTMENT OF STATE
Division of Corporations

ESSENCIAL EMBROIDERY LLC
7101 PRESIDENT DRIVE
SUITE 350
ORLANDO, FL 32809US

SUBJECT: ESSENCIAL EMBROIDERY LLC
REF: L18000004229

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document submitted has two different names from two different companies. Please correct.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Karen A Saly
Regulatory Specialist II

FAX Aud. #: H18000015662
Letter Number: 618A00000910

RECEIVED
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AMENDED & RESTATED ARTICLES OF ORGANIZATION

OF

ESSENCIAL EMBROIDERY LLC

a Florida limited liability company

ARTICLE I

NAME; APPLICABLE LAW

The name of the limited liability company formed pursuant to the filing of these Articles of Organization (the "Articles") is "ESSENCIAL EMBROIDERY LLC" (the "Company"). The Company is created pursuant to and in accordance with the Florida Revised Limited Liability Company Act, Chapter 605, Florida Statutes (as amended from time to time, the "LLC Act"). The Company and its internal affairs shall be governed by the LLC Act and the laws of the State of Florida. Unless the Company consents in writing to the selection of an alternative forum, the circuit courts in and for the State of Florida shall be the sole and exclusive forum for (i) any derivative action or proceeding brought on behalf of the Company, (ii) any action asserting a claim for breach of a fiduciary duty owed by any manager, member, officer, employee or agent of the Company to the Company or the Company's members, (iii) any action asserting a claim arising pursuant to any provision of the LLC Act, these Articles or the Operating Agreement (as defined below), or (iv) any action asserting a claim governed by the internal affairs doctrine, in each case subject to such courts having personal jurisdiction over the indispensable parties named as defendants therein.

ARTICLE II

MAILING AND STREET ADDRESS

The mailing and street addresses of the initial principal office of the Company are as follows:

Essencial Embroidery LLC
7101 Presidents Drive Suite 350
Orlando, Florida
32809

ARTICLE III

REGISTERED AGENT

The name and address of the initial registered agent of the Company are as follows:

Clenilson Defaria Dantas
7901 KingsPoint Parkway Suite 12
Orlando, Florida 32819

ARTICLE IV

MANAGEMENT

The Company shall be a member-managed limited liability company within the meaning of the Act and shall be governed by a written operating agreement entered into between and among its members (as amended from time to time, the "Operating Agreement"). The Operating Agreement may not be amended except as expressly provided in the Operating Agreement. The management of the Company shall be vested

service with respect to employee benefit plans, against all liability and loss suffered and expenses (including reasonable attorneys' fees) reasonably incurred by such Covered Person. Notwithstanding the preceding sentence, except for claims for indemnification (following the final disposition of such Proceeding) or advancement of expenses not paid in full, the Company shall be required to indemnify a Covered Person in connection with a Proceeding (or part thereof) commenced by such Covered Person only if the commencement of such Proceeding (or part thereof) by the Covered Person was authorized in the specific case by the members of the Company. Any amendment, repeal or modification of this Article VIII shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification.

**ARTICLE VIII
AMENDMENTS**

These Articles may not be amended except as provided in the Operating Agreement.

**ARTICLE IX
OFFICERS**

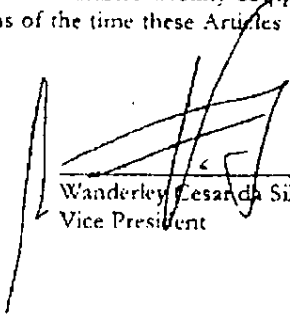
Officers of the Company shall be elected, replaced and removed by the members of the Company from time to time in accordance with the Operating Agreement. The officers shall possess the authority and power delegated to them by the members of the Company from time to time in accordance with the Operating Agreement. The names and addresses of the initial officers of the Company are as follows:

President / Treasurer Caludiane Zulim Da Silva
Vice President Wanderley Cesar Da Silva

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK - SIGNATURE PAGE APPEARS ON THE FOLLOWING PAGE]

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STATE
SECRET

IN WITNESS WHEREOF, the undersigned Authorized Representative has submitted these Articles for the purpose of forming the Company as a Florida limited liability company and hereby affirms that the Company has or will have at least one member as of the time these Articles become effective under the LLC Act.



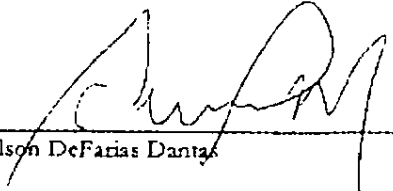
Wanderley Cesanda Silva
Vice President

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**ACCEPTANCE OF DESIGNATION
OF
REGISTERED AGENT**

Pursuant to the provisions of Section 605.0113, Florida Statutes, the undersigned submits the following statement of acceptance of designation as registered agent for the Company:

Having been named as registered agent and to accept service of process for the above-stated limited liability company at the place designated in these Articles of Organization, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent as provided for in Chapter 605 of the Florida Statutes.


 Cleonilson DeFarias Dantas

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