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#### Osmundo O. Martinez, Esq.

ATTORNEY AT LAW

2332 Galiano Street | Second Floor | Coral Gables, FL 33134 osmundoomartinez@mundi law 505 728 7200

April 30, 2018

Department of State Division of Corporations Section Name P.O. Box 6327 Tallahassee, Fl 32314

Attention: Corporate Filings

RE: Red Hawk Distributors, LLC.

Dear Sir or Madame;

Enclosed are the Articles of Organization for Red Hawk Distributors, LLC together with my law firm in the amount of \$160.00 to cover the following costs:

Filing Fee	\$100.00
Registered Agent Fee	\$ 25.00
Certified Copy	\$ 30.00
Certificate of Status	<u>\$ 5.00</u>
Total	\$160.00

Please note, the certified copy and the certificate of status return to <u>my mailing</u> <u>address</u> noted above and NOT to the mailing address of the LLC as noted in the Articles of Organization.

Also, please do **not** record or file **this cover letter** when filing the articles, the letter is merely for the Division of Corporation filing and not for public recording.

Thanks and regards,

Osmundo O. Martinez, Esq.



## ARTICLES OF ORGANIZATION OF RED HAWK DISTRIBUTORS, LLC

The undersigned, for purpose of forming a limited liability company under the Florida Revised Limited Liability Company Act (the "Act") of the State of Florida pursuant to Chapter 605 of the Florida Statutes hereby makes, acknowledges, and files the Articles of Organization providing for the formation, rights, privileges and immunities of limited liability companies for profit.

#### ARTICLE I NAME

The name of the limited liability company shall be Red Hawk Distributors, LLC ("the Company")

#### ARTICLE II MEMBERS

The Company shall have one or more members (the "Members"). The name of the initial Members and their mailing address are as follows:

Rafael Madan 7200 SW 79<sup>th</sup>., Ct. Miami, Fl 33143

Mark Gilden 1102 North Park Road, Hollywood, Fl. 33021

#### ARTICLE III MAILING ADDRESS

The mailing address for the Company shall be 7200 SW 79th., Ct. Miami, FI 33143.

## ARTICLE IV INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The name of the initial registered agent of the Company is Osmundo O. Martinez, Esq., and the address of the initial Registered Agent for service of process in the State of Florida is 2323 Galiano Street, Second Floor, Coral Gables, Fl. 33134.

## ARTICLE V PURPOSES AND POWERS

The Company, to the fullest extent permitted by the Act (in effect now and as hereafter amended), may engage in any activity or business permitted under the laws of the United States, any State, or any foreign country, and shall all the powers and rights granted and conferred upon limited liability companies by the laws of the State of Florida, unless otherwise limited by the Operating Agreement of the Company.

#### ARTICLE VI DURATION

The term and duration of the Company shall be perpetual, unless terminated in accordance with the Operating Agreement of the Company or otherwise terminated in accordance with law.

#### ARTICLE VII STREET ADDRESS OF PRINCIPAL OFFICE

The street address of the principal office of the Company shall be located at 7200 SW 79<sup>th</sup>., Ct. Miami, Fl 33143, but it shall have the power and authority to establish branch offices at any other place or places as the Members may designate.

#### ARTICLE VIII MEMBERSHIP RESTRICTIONS

Additional Members may be admitted to the Company upon unanimous consent of all existing Members of the Company. Contributions required of new Members shall be determined as of their time of admission to the Company in accordance with the Operating Agreement of the Company. A Member's interest in the Company shall be considered personal property, notwithstanding the actual nature of the assets owned by the Company, and may not be sold or otherwise transferred except in strict accordance with the Operating Agreement of the Company.

#### ARTICLE IX MANAGEMENT

All Company powers shall be exercised by or under the authority of, and the business and affairs of this Company shall be managed by one or more Managers. Accordingly, the Company is a Managermanaged limited liability company. The names of the initial Managers are Rafael Madan and Mark Gilden and their mailing addresses are 7200 SW 79<sup>th</sup>., Ct. Miami, FI 33143, And 1102 North Park Road, Hollywood, Fl. 33021 respectively. The authority of the Managers is not absolute and is limited in the Operating Agreement. Management actions shall requite majority vote of the Managers then serving, and in some cases, the Operating Agreement requires the unanimous consent of all the Managers and/or Members.

## ARTICLE X EXECUTION & ORGANIZER

The person signing these articles are Rafael Madan and his mailing address is 7200 SW 79<sup>th</sup>., Ct. Miami, Fl 33143 and Mark Gilden and his mailing address is 1102 North Park Road, Hollywood, Fl. 33021 The undersigned initial Managers hereby certify that the foregoing constitutes the Articles of Organization of Red Hawk Distributors LLC.

Rafael Madan

Manager

Mark Gilden Manager

[In accordance with Section 605.0205 Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts herein are true}

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#### REGISTERED AGENT STATEMENT OF ACCEPTANCE

Having been named as Registered Agent to accept service of process in the State of Florida for Red Hawk Distributors, (the "Company") at the address designated on the Articles of Organization of the Company, pursuant to the requirements of Section 605.0113, Florida Statutes, the undersigned Registered Agent hereby accepts the appointment as Registered Agent of the Company and agrees to act in that capacity. The undersigned Registered Agent further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the duties of a registered agent, and is familiar with and accepts the obligations of the said position.

Dated this 27 day of 100, 2018

**REGISTERED AGENT** 

Osmundo O. Martinez, Esq 2332 Galiano Street, Second Floor, Coral Gables, Fl. 33134

[In accordance with Section 605.0205 Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts herein are true]

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