

Division of Corporations

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LIMITED LIABILITY COMPANY

CPM Worldwide, LLC

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**ARTICLES OF ORGANIZATION
OF
CPM WORLDWIDE, LLC,
a Florida Limited Liability Company**

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a Limited Liability Company under the laws of the State of Florida do set forth the following:

1. NAME. The name of the Limited Liability Company is CPM WORLDWIDE, LLC (the "Company").

2. PERIOD OF DURATION. The period of duration of the Company shall be perpetual.

3. PURPOSE. The purpose for which the Company is organized is to engage in any and all businesses and activities permitted by the laws of the State of Florida. The Company shall have all of the powers vested in a limited liability company organized and existing by virtue of such laws.

4. MAILING AND STREET ADDRESS OF PRINCIPAL OFFICE. The street address of the principal office and mailing address of the Company is 528 N.W. 77th Street, Boca Raton, Florida 33487.

5. REGISTERED AGENT. The name and address of the initial registered agent for the Company is: Ralph D'Angelo, 528 N.W. 77th Street, Boca Raton, Florida 33487.

6. ADDITIONAL MEMBERS. Members may admit additional members upon the consent of a majority in interest of the then existing members.

7. CONTINUITY OF BUSINESS. The Company shall not be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company.

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Prepared by: Thomas O. Katz, Esq., FL Bar # 355836
Ruden, McClosky, et al, P.O. Box 1900
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8. MANAGEMENT. The Company shall be managed by a manager. Their name and address is:

Name

Address

Tony B. Gelbart

528 N.W. 77th Street
Boca Raton, Florida 33487

The undersigned has executed these Articles of Organization on the 14 day of
January, 1999.

By: 

Tony B. Gelbart, Manager

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Prepared by: Thomas O. Katz, Esq., FL Bar # 355836
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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned authorized representative and managing member of CPM WORLDWIDE, LLC deposes and says:

1. The above named limited liability company has at least one member.
2. The total amount of cash contributed by the members is \$1,000.00.
3. No property other than cash is being contributed by the members.
4. The total amount of contributions by the members is \$1,000.00.



Tony B. Gelbart, Manager

(In accordance with Section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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**CERTIFICATION OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: CPM WORLDWIDE, LLC.
2. The name and address of the registered agent and office is:

Ralph D'Angelo
528 N.W. 77th Street
Boca Raton, Florida 33487.

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in its capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Ralph D'Angelo
Registered Agent

1/14/99
(Date)

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