

L01000008989
TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

01 JUN -1 PM 3:53
DEPARTMENT OF STATE
CORPORATIONS
FILED

SUBJECT: LA FINESTRA, L.C.

Enclosed is an original and one (1) copy of the articles of organization and a check
For:

\$160.00

(\$100.00 for filing of L.C. &
\$ 25.00 for Designation of Registered Agent &
\$ 30.00 for Certified Copy
\$ 5.00 for Certificate of Status)

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****160.00 ****160.00

FROM: CHRISTOPHER J. KLEIN, ESQ.

100 N. Biscayne Blvd., 21st Fl.
Address

Miami, FL 33132-2304
City, State & Zip

(305) 377-3561
Daytime Telephone Number

NOTE: Please provide the original and one copy of the articles.

L01-8989
OR

ARTICLES OF ORGANIZATION
OF LA FINESTRA, L.C.

The undersigned member, desiring to form a Limited Liability Company under and pursuant to Chapter 608, Florida Statutes, entitled the Florida Limited Liability Company Act (the "*Act*"), does hereby adopt the following Articles of Organization for such Company:

1. **Name.** The name of this limited liability company is LA FINESTRA, L.C. (the "*Company*").
2. **Duration.** The Company shall exist from the date of filing of these Articles of Organization with the Department of State and shall have perpetual existence.
3. **Purpose.** The Company is organized for the purpose of transacting all lawful activities and businesses that may be conducted by a limited liability company under the laws of Florida and that are permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.
4. **Registered Agent and Office.** The name of the initial registered agent of the Company is Christopher J. Klein, Esq., c/o Baur, Klein, Matos & Riedi, P.A.. The street address of the initial registered agent of the Company is New World Tower, 21st Floor, 100 N. Biscayne Boulevard, Miami, Florida 33132-2306.
5. **Principal Office: Mailing Address and Street Address.** The street address and mailing address of the Company's principal office is c/o Baur, Klein, Matos & Riedi, P.A., New World Tower, 21st Floor, 100 N. Biscayne Boulevard, Miami, Florida 33132-2306.
6. **Additional Members.** The Company shall have the right to admit additional members to the Company by the affirmative vote of members representing a majority of the membership interests of the Company at the time of admission.
7. **Termination of Membership.** Upon the death, retirement, withdrawal, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event that terminates the continued membership of a member in the Company, the Company shall be dissolved unless the remaining members, by the procedures specified in the Company's Regulations, consent to continue the business of the Company.

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DEPT. OF STATE
TALLAHASSEE, FLORIDA

8. **Management of the Company.** The business of the Company and all decisions for the company shall be managed and made by its managing member. The name and address of the initial managing member is as follows:

<u>Name</u>	<u>Address</u>
Bruno Salvoni D'Ambrosio	100 N. Biscayne Blvd., Suite 2100 Miami, Florida 33132-2306

9. **Operating Agreement.** At the time of executing these Articles of Organization, the managing member of the Company shall adopt an Operating Agreement containing all provisions for the regulation and management of this company not inconsistent with law or these articles. The power to alter, amend or repeal the Operating Agreement shall be vested in the member or members of this Company (as the case may be; if more than one member, by vote of members representing a majority of the membership interests of the Company). The members of the Company, if more than one, also may adopt a members agreement containing mutually accepted guidelines regarding the administration and governance of the Company and provisions governing the transfer of membership interests.

10. **Date of Existence of the Company.** The existence of the Company shall commence on the date of filing of the Articles of Organization with the Florida Department of State.

11. **Transfer of Interest.** No member shall have the right to transfer any interest in the Company unless authorized by a vote of the members representing a majority of the membership interests in the Company or otherwise as may be provided in any Members' Agreement.

12. **Certificated Interests.** The members' membership interests in the Company may be evidenced by certificates.

13. **Amendments.** These Articles, except with respect to the vested management rights of the initial managing member, Bruno Salvoni D'Ambrosio, may be amended from time to time by a vote of members representing a majority of the membership interests of the Company. All members of the Company agree to abide by the majority decision and agree to sign the certificate of amendment corresponding to such amendments for the purpose of filing with the Florida Department of State, consistent with the Act.

The undersigned, as member of the Company, executed these Articles of Organization effective as of the 29 day of May, 2001.

By: 
Name: Bruno Salvoni D'Ambrosio, Member

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OFFICE OF THE
CLERK OF THE
COURT
MIAMI, FLORIDA

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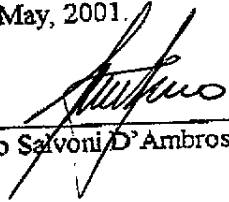
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By: 
Name: Bruno Salvoni D'Ambrosio, Member

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SECRETARY OF STATE

LA FINESTRA, L.C.

ACCEPTANCE TO SERVE AS REGISTERED AGENT

The undersigned, Christopher J. Klein, Esq., 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, hereby accepts the appointment as registered agent and agrees and consents 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 his duties, and is familiar with and accepts the duties and obligations of his position as registered agent as provided for in Chapter 608, F.S..

DATED this 30 day of May, 2001.



Christopher J. Klein, Esq.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA