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LIMITED LIABILITY COMPANY

SCARFONE ARTWORKS, L.L.C.

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ARTICLES OF ORGANIZATION  
SCARFONE ARTWORKS, L.L.C.  
A LIMITED LIABILITY COMPANY

(Pursuant to s. 607.407, Florida Statutes)

1. **Name.** The name of the limited liability company is SCARFONE ARTWORKS, L.L.C.
2. **Purpose.** The purpose of this limited liability company may include the transaction of any and all lawful business for which limited liability companies may be organized in the state of Florida. More specifically, to deal and consult with the public as to buying, selling and trading artwork.
3. **Address of Principle & Mailing Address of Office.** The address of the principle and mailing office of the limited liability company is 4950 Bayshore Blvd., #13, Tampa, Florida 33611.
4. **Term.** Term of this LLC shall be perpetual.
5. **Members at Time of Formation.** There will be at least one member at the time the limited liability company is formed.
6. **Period of Duration.** The period of duration shall be perpetual.
7. **Management.** Management of the Limited Liability Company at the time of formation is reserved for the initial member(s) whose name(s) and address(es) are as follows:

Initial Members:

Lee Scarfone  
4950 Bayshore Blvd., #13  
Tampa, FL 33611

Patricia Scarfone  
4950 Bayshore Blvd., #13  
Tampa, FL 33611

8. **Additional Members.** The names and addresses of additional members(s) are as follows:  
N/A


9. **Admission of New Members.** With the written unanimous consent of the members, new members may be admitted into the LLC upon the payment of such capital contribution and upon such terms as the members unanimously decide. In the event that new members are admitted

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into the LLC, the share of each new member in the profits and losses shall be in such proportion as may be agreed upon between all the members and the new member.

10 **Members Right to Continue Business.** The remaining members of the limited liability company shall have the right to continue business on 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 limited liability company as further set forth in the Operating Agreement of the limited liability company

  
\_\_\_\_\_  
Lee Scarfone  
as Managing Partner  
for and on behalf of the Members of  
SCARFONE ARTWORKS, L.L.C.

March 22, 2004  
Date

(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 and correct.)

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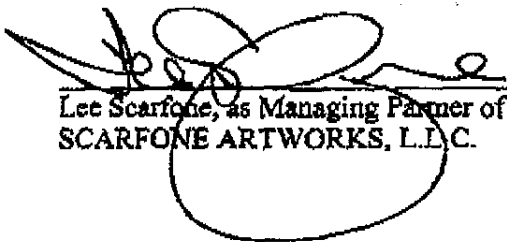
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**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 608.415 or 608.507, Florida Statutes, the undersigned limited liability company submits the following statement to designate a registered office and registered agent in the state of Florida.

1. **Name.** The name of the limited liability company is SCARFONE ARTWORKS, L.L.C.
2. **Registered Office.** The address of the registered office of the limited liability company is 4950 Bayshore Blvd., #13, Tampa, Florida 33611.
3. **Registered Agent.** LEE SCARFONE is appointed, and by his signature below accepts appointment, to act as the Registered Agent of SCARFONE ARTWORKS, L.L.C.

*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 this 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.*



\_\_\_\_\_  
 Lee Scarfone, as Managing Partner of  
 SCARFONE ARTWORKS, L.L.C.

March 22, 2004  
Date

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