

Division of Corporations

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Florida Department of State
Division of Corporations
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DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY

MARCHETTI HOLDINGS II, LLC

Certificate of Status	0
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Page Count	03
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DIVISION OF CORPORATION

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ARTICLES OF ORGANIZATION

OF

MARCHETTI HOLDINGS II, LLC

I, the undersigned, hereby make, subscribe and acknowledge these Articles of Organization for the purpose of becoming a limited liability company under the laws of the State of Florida.

1. **NAME:** The name of the company shall be **MARCHETTI HOLDINGS II, LLC**, and shall be hereinafter referred to as the "Company".
2. **DURATION:** The period of duration of the Company shall be perpetual.
3. **PRINCIPAL OFFICE:** The address of the principal office and mailing address of the Company is 3164 N. Miami Avenue, Miami, FL 33127.
4. **REGISTERED AGENT AND OFFICE:** The name of the registered agent of the Company within the State of Florida shall be Luis F. De La Cruz, Jr., whose street address is 2 Alhambra Plaza, Ste PH2-C, Coral Gables, FL 33134.
5. **MEMBERS:** This limited liability company shall have 2 members whose names and addresses are as follows:
 - 5.1 **BRUCE MARCHETTI**, 3164 N. Miami Avenue, Miami, FL 33127.
 - 5.2 **PATTI MARCHETTI**, 3164 N. Miami Avenue, Miami, FL 33127.

No additional members shall be admitted unless all members of the Company, (including all additional members other than original members) shall unanimously agree, and on such terms and conditions as shall they agree unanimously.

The death, retirement, resignation, expulsion, bankruptcy or dissolution of any member, or the occurrence of any event which terminates the continued membership of a member of this Company, shall terminate the Company, unless the remaining members shall unanimously agree to continue the business of the Company, in which event, the Company shall not so terminate.

Luis F. De La Cruz, Jr.,
2 Alhambra Plaza, Ste PH2-C
Coral Gables, FL 33134
305/446-0100
Fl. Bar No.: 278459

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DIVISION OF REVENUE

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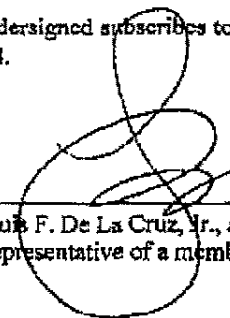
6. MANAGEMENT: The management of the Company is reserved to the managers of the Company. The power to adopt, alter, amend or repeal the regulations of the Company shall be vested in the members of the Company.

The names and addresses of the managers of the Company are:

6.1 BRUCE MARCHETTI, 3164 N. Miami Avenue, Miami, FL 33127.

6.2 PATTI MARCHETTI, 3164 N. Miami Avenue, Miami, FL 33127.

IN WITNESS WHEREOF, the undersigned subscribes to these Articles of Organization in Miami Dade County, Florida on December 3, 2004.



Luis F. De La Cruz, Jr., as authorized representative of a member.

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DIRECTOR OF REGISTRATION

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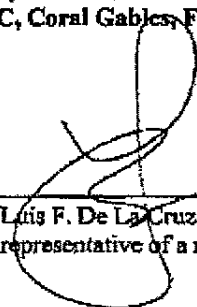
**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with the Florida Statutes, the following is submitted:

MARCHETTI HOLDINGS II, LLC

, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at Miami, County of Dade, State of Florida, has named **Luis F. De La Cruz, Jr.**, located at 2 Alhambra Plaza, Ste P112-C, Coral Gables, FL 33134 as Registered Resident Agent to accept Service of Process within this State.

December 10, 2004.



Luis F. De La Cruz, Jr., as authorized
representative of a member.

Having been named to accept Service of Process for the above-stated limited liability company at the place designated in these Articles, I hereby accept to act in this capacity and agree to comply with the provisions of the Florida Statutes relative to keeping open said office.

December 10, 2004.



Luis F. De La Cruz, Jr.
(Registered Resident Agent)

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DIVISION OF CORPORATE & BUSINESS SERVICES

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