

L05000099521

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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10/10/05--01004--015 **155.00

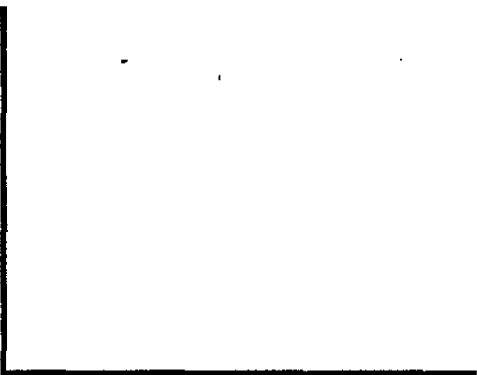
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**LAZARUS
CORPORATE FILING SERVICE**

3320 SW 87TH AVENUE

MIAMI, FL 33165 (305) 552-5973



Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- 1. TONALIDADE LLC
(Corporation Name) (Document #)
- 2. _____
(Corporation Name) (Document #)
- 3. _____
(Corporation Name) (Document #)
- 4. _____
(Corporation Name) (Document #)

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TALLAHASSEE, FLORIDA

- Walk in Pick up time 2.05 Certified Copy
- Mail out Will wait Photocopy Certificate of Status

NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

Examiner's Initials

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

TONALIDADE LLC

(Must end with the words "Limited Liability Company," "Limited Company" or their abbreviation "LLC," "L.L.C." or "LLC.")

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:

Mailing Address:

2000 SOUTH BAYSHORE DR # 13
MIAMI FLORIDA 33133

2000 SOUTH BAYSHORE DR # 13
MIAMI FLORIDA 33133

SECRETARY OF STATE
OFFICE OF THE SECRETARY OF STATE
TALLAHASSEE, FLORIDA
OCT 10 10 41 AM '04
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ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

The name and the Florida street address of the registered agent are:

BENE RIBEIRO

Name

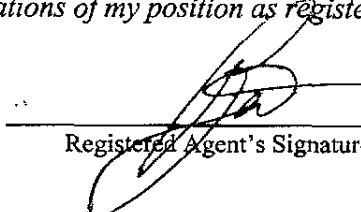
2000 SOUTH BAYSHORE DR # 13

Florida street address (P.O. Box **NOT** acceptable)

MIAMI FLORIDA 33133 FL

City, State, and Zip

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 as provided for in Chapter 608, F.S..



Registered Agent's Signature (REQUIRED)

ARTICLE IV- Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

Title:

"MGR" = Manager

"MGRM" = Managing Member

Name and Address:

MGRM

CHARLES GHELFOND

AVENIDA ANGELICA #1045

SAO PAULO SP BRASIL

MGRM

MARA IANTEVI GHELFOND

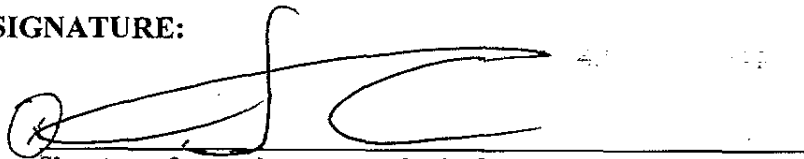
AVENIDA ANGELICA #1045

SAO PAULO SP BRASIL

(Use attachment if necessary)

ARTICLE V: Effective date, if other than the date of filing: September 21, 2005 (OPTIONAL)
(If an effective date is listed, the date must be specific and cannot be more than five business days prior to or 90 days after the date of filing.)

REQUIRED SIGNATURE:



Signature of a member or an authorized representative of a member.

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

Charles Ghelfond

Typed or printed name of signee

Filing Fees:

- \$125.00 Filing Fee for Articles of Organization and Designation of Registered Agent
- \$ 30.00 Certified Copy (Optional)
- \$ 5.00 Certificate of Status (Optional)