

**Electronic Articles of Organization
For
Florida Limited Liability Company**

L06000038268
FILED 8:00 AM
April 12, 2006
Sec. Of State
tcline

Article I

The name of the Limited Liability Company is:
STATE CAPITAL USA, LLC

Article II

The street address of the principal office of the Limited Liability Company is:
177 OCEAN LANE DRIVE
#306
KEY BISCAYNE, FL. 33149

The mailing address of the Limited Liability Company is:
177 OCEAN LANE DRIVE
#306
KEY BISCAYNE, FL. 33149

Article III

The purpose for which this Limited Liability Company is organized is:
ANY AND ALL LAWFUL BUSINESS.

Article IV

The name and Florida street address of the registered agent is:
GIADA ROCCA
999 BRICKELL AVENUE
SUITE 700
MIAMI, FL. 33131

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.

Registered Agent Signature: GIADA ROCCA

Article V

The name and address of managing members/managers are:

Title: MGR
VALENTINO MACCARINI
177 OCEAN LANE DRIVE, #306
KEY BISCAYNE, FL. 33149

Title: MGR
FABRIZIO CAPOCASALE
410 MERIDIAN AVENUE, #7
MIAMI BEACH, FL. 33139

L06000038268
FILED 8:00 AM
April 12, 2006
Sec. Of State
tcline

Article VI

The effective date for this Limited Liability Company shall be:

04/12/2006

Signature of member or an authorized representative of a member

Signature: VALENTINO MACCARINI