

L08000097614

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H08000236626 3))



H080002366263ABCD

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

L. SELLERS

OCT 16 2008

EXAMINER

RECEIVED

08 OCT 15 PM 3:23

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To: Division of Corporations
 Fax Number : (950) 617-6383

From: Account Name : LAZARUS CORPORATE FILING SERVICE, INC.
 Account Number : I20000000019
 Phone : (305) 552-5973
 Fax Number : (305) 220-1440

FLORIDA/FOREIGN LIMITED LIABILITY CO.

PENTOTAL, LLC

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$155.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

08 OCT 15 AM 8:23

FILED

Electronic Filing Menu

Corporate Filing Menu

Help

H08000236626

STATE OF FLORIDA
ARTICLES OF ORGANIZATION
FOR
PENTOTAL, LLC

The undersigned, for the purpose of forming a limited liability company pursuant to the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I - NAME

The name of the Limited Liability Company is PENTOTAL, LLC

ARTICLE II - ADDRESS

The mailing address and street address of the principal place of business of the Limited Liability Company is 150 S.E. 2nd Avenue, Suite #1010, Miami, Florida 33131

ARTICLE III - DURATION

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall be perpetual, unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE IV - PURPOSES AND POWERS

The general purpose for which the Company is organized is to operate the business of PENTOTAL, LLC and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE V - ADMISSION OF NEW MEMBERS

No additional member shall be admitted to the Company except with the unanimous written consent of all the members of the Company and upon such terms and conditions as shall be determined by all the members. A member may transfer his or her interest as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member, unless all the other members of the Company other than the member

H08000236626

08 OCT 15 AM 8:23
FILED
DEPARTMENT OF STATE
TALLAHASSEE FLORIDA

H08000236626

proposing to dispose of his of her interest approve of the proposed transfer by unanimous written consent. The existing members shall determine the amount and nature of contributions by new members at the time new members are admitted.

ARTICLE VI - CONTINUATION OF BUSINESS

The remaining members of the Company have the right to continue the 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 Company. The business may be continued only on the unanimous written consent of the remaining members; otherwise, the Company shall be dissolved.

ARTICLE VII - MANAGEMENT

The Company shall be managed by two managers or more managers and is, therefore, a manager-managed company. The initial managers will serve until their first annual meeting of the members. The name and addresses of the initial managers of the Company are:

<u>NAME</u>	<u>ADDRESS</u>
Roberto Corsini	Frazzone Castiglion Ubertini 49, Terranova Bracciolini, Arezzo 52028, Italy
Valentino Maccarini	888 Biscayne Blvd., #3106 Miami, Florida 33132

ARTICLE VIII - REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Company is 150 S.E. 2nd Avenue, Suite 1010, Miami, Florida, 33131, and the name of its initial registered agent at such address is Stefania Bologna, Esq.

ARTICLE IX - INDEMNIFICATION

This company shall indemnify any and all of its members, managers, directors, officers, organizers, employees or agents or former members, managers, directors, officers, employees or agents or any person or persons who may have served at its request as a member, manager, director, officer, organizers, employee or agent of another corporation, partnership, joint venture, trust or other enterprise to the full extent permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in

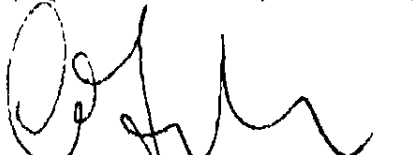
H08000236626

FILED
OCT 15 AM 10:06
CLERK OF DISTRICT COURT
MIDDLESEX COUNTY
TALLAHASSEE, FLORIDA

H08000236626

connection with any action, suit or proceedings, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or his legal representative may be made a party or may be threatened to be made a party, by reason of his being or having been a director, officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any member, manager, director, officer, organizers, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization at Miami-Dade County, Florida for the foregoing uses and purposes this 15th day of October, 2008.


Roberto Corsani, Organizer

FILED
08 OCT 15 AM 8:23
SECRETARY OF STATE
TALLAHASSEE FLORIDA

H08000236626

H08000236626

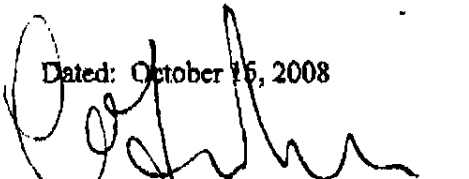
CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Chapter 608, Florida Statutes, the undersigned Limited Liability Company, submits the following statement in designating the register office/registered agent, in the state of Florida.

1. The name of the limited liability company is PENTOTAL, LLC.
2. The name and address of the registered agent is as follows:


Stefania Bologna, Esq.
150 S.E. 2nd Avenue
Suite #1010
Miami, FL 33131

Dated: October 15, 2008


Roberto Corsini, Organizer

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.

Dated: October 15, 2008


Stefania Bologna, Esq.
Registered Agent

H08000236626