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AMERILAWYER®

(Requestor's Name)

343 ALMERIA AVENUE

CORAL GABLES, FL 33134 - (305) 445-2700

OFFICE USE ONLY

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

- 1. PIETROBELLI & CO. L. C. 0018-2100  
(Corporation Name) (Document #)
- 2. \_\_\_\_\_  
(Corporation Name) (Document #)
- 3. \_\_\_\_\_  
(Corporation Name) (Document #)
- 4. \_\_\_\_\_  
(Corporation Name) (Document #)

- Walk-In    Pick up time ASAP    Certified Copy    Mail out    Will wait    Photocopy    Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED  
 RECEIVED  
 98 SEP 17 PM 2:27  
 98 SEP 16 AM 8:07  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA  
 DIVISION OF CORPORATION

Examiner's Initials    
 9800002640443-2  
 -09/16/98-01003-004  
 \*\*\*285.00 \*\*\*285.00



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

September 16, 1998

AMERILAWYER

TALLAHASSEE, FL

SUBJECT: PIETROBELLI & CO. L.C.  
Ref. Number: W98000021094

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We have received your document for PIETROBELLI & CO. L.C. and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the entity cannot include "CO. L.C.." This word/abbreviation is readily associated with or is commonly used to denote another type of entity. Please amend your document throughout accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6025.

Cathy A Mitchell  
Corporate Specialist

Letter Number: 098A00046842

# ARTICLES OF ORGANIZATION

OF

## PIETROBELLI GROUP, L. C.

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

### ARTICLE 1 - NAME

The name of the limited liability company shall be **PIETROBELLI GROUP, L. C.**, ("Company").

### ARTICLE 2 - ADDRESS

The principal place of business of the Company in Florida shall be 8018 Street, Suite 4, Miami Beach, Florida 33139 and the mailing address shall be the same.

### ARTICLE 3 - EFFECTIVE DATE

These Articles of Organization shall be effective immediately upon approval of the Secretary of State, State of Florida.

### ARTICLE 4 - DURATION

Subject to the provisions of Article 9, the Company's existence shall terminate no later than 30 years from its date of commencement, unless the Company is earlier dissolved as provided in these Articles of Organization.

### ARTICLE 5 - PURPOSES AND POWERS

The general purpose for which the Company is organized is to import and distribute cosmetics and accessories 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.



343 ALMERIA AVENUE CORAL GABLES, FL 33134 - (305) 445-2700 - (800) 603-3900 - FACSIMILE (305) 447-8900  
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93 SEP 17 PM 2:27  
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MIAMI BEACH, FLORIDA

**ARTICLE 6 - REGISTERED OFFICE AND REGISTERED AGENT**

The initial address of registered office of this Company is AmeriLawyer®, at 343 Almeria Avenue, Coral Gables, Florida 33134. The name and address of the registered agent of this Company is AmeriLawyer®, 343 Almeria Avenue, Coral Gables, Florida 33134.

**ARTICLE 7 - MANAGEMENT**

The Managers of the Company shall be:

Operating Manager: Thomas Pietrobelli  
Vice Operating Manager: Magda Monteagudo  
Secretary: Laura Monteagudo  
Treasurer: Laura Monteagudo

whose addresses shall be the same as the mailing address of the Company

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**ARTICLE 8 - ADMISSION OF NEW MEMBERS**

No additional member(s) shall be admitted to the Company except with the unanimous written consent of all the member(s) of the Company and upon such terms and conditions as shall be determined by all the member(s). A member may transfer his or her interest in the Company 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 member(s) of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

**ARTICLE 9 - TERMINATION OF EXISTENCE**

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there are at least one remaining member.



**ARTICLE 10 - MEMBERS**

The Managers of the Company shall be elected by the member(s) in accordance with regulations adopted by the member(s) for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The name and address of the member(s) of the Company are:

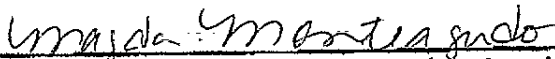
Thomas Pietrobelli  
801 8 Street, Suite 4  
Miami Beach, Florida 33139

Magda Monteagudo  
801 8 Street, Suite 4  
Miami Beach, Florida 33139

Laura Monteagudo  
801 8 Street, Suite 4  
Miami Beach, Florida 33139

**IN WITNESS WHEREOF**, The undersigned, an authorized representative of the members, has made and subscribed these Articles of Organization at Coral Gables, Florida, for the foregoing uses and purposes, this September 17, 1998.

  
\_\_\_\_\_  
Thomas Pietrobelli, Authorized Representative  
of the Members

  
\_\_\_\_\_  
Magda Monteagudo, Authorized  
Representative of the Members

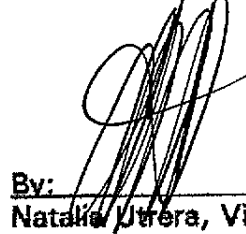
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FALL ANNESEE



**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF ORGANIZATION**

AmeriLawyer®, having a business office identical with the registered office of the Company name above, and having been designated as the Registered Agent in the above and foregoing Articles of Organization, is familiar with and accepts the obligations of the position of Registered Agent under Section 608.4155, Florida Statutes and other applicable Florida Statutes.

AmeriLawyer®



By: \_\_\_\_\_  
Natalia Utrera, Vice President

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ARTLIMES



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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF PIETROBELLI  
GROUP, L. C.**

The undersigned member or authorized representative of a member of  
PIETROBELLI GROUP, L. C. deposes and says:

1. the above named limited liability company has at least one member.
2. the total amount of contributions of the member(s) to PIETROBELLI  
GROUP, L. C. is as follows:

- |     |  |             |
|-----|--|-------------|
| 2.1 | Cash:  | \$10,000.00 |
| 2.2 | Property:  | \$0.00      |
|     | A description of the property is attached and made a part<br>hereof. |             |
| 2.3 | Promissory Note:   | \$0.00      |
| 2.4 | Services Rendered:   | \$0.00      |

3. the total amount of other obligations to contribute to PIETROBELLI  
GROUP, L. C. is as follows:

- |     |  |        |
|-----|--|--------|
| 3.1 | Cash:  | \$0.00 |
| 3.2 | Property:  | \$0.00 |
|     | A description of the property is attached and made a part<br>hereof. |        |
| 3.3 | Services to be Performed:  | \$     |

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*Thomas Pietrobelli*

Signature of a member or authorized representative

(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.)

*Thomas Pietrobelli*

Typed or printed name of above signee



## PROPERTY EXHIBITS

Description of the Property Listed in 2.2 of the Affidavit of Membership and Contributions of PIETROBELLI GROUP, L. C. is as follows:

NONE

Description of the Property Listed in 3.2 of the Affidavit of Membership and Contributions of PIETROBELLI GROUP, L. C. is as follows:

NONE

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TALLAHASSEE, FLORIDA



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