

Division of Corporations

L99000008285

Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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To:

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Fax Number : (850) 922-4003

From:

Account Name : RICARDO MARTINEZ-CID, P.A.

Account Number : 076640001666

Phone : (305) 859-7494

Fax Number : (305) 858-2513

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TALLAHASSEE, FLORIDA

LIMITED LIABILITY COMPANY

BERGAMINO ENTERPRISES LLC

Certificate of Status	1
Certified Copy	0
Page Count	10
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W. P. V. [Signature]

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

December 1, 1999

RICARDO MARTINEZ-CID P.A.

SUBJECT: BERGAMINO ENTERPRISES LLC
REF: W99000027346

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

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) 487-6020.

Tammi Cline
Document Specialist

FAX Aud. #: H99000030100
Letter Number: 999A00056706

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TALLAHASSEE, FLORIDA

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BERGAMINO ENTERPRISES LLC

ARTICLES OF ORGANIZATION OF FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Florida Limited Liability Company is:

BERGAMINO ENTERPRISES LLC, hereinafter designated the
"Limited Liability Company."

ARTICLE II - Address:

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

BERGAMINO ENTERPRISES LLC
c/o CARLOS BERGAMINO
12615 SW 91 Street
Miami, Florida 33186.

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

The name and the Florida address of the registered agent of the
Limited Liability Company are:

CARLOS BERGAMINO
12615 SW 91 Street
Miami, Florida 33186.

Ricardo Martinez-Cid, P.A.
1699 Coral Way, Suite 510
Miami, Florida 33145-2860
Telephone # (305) 859-7494
Facsimile # (305) 858-2513

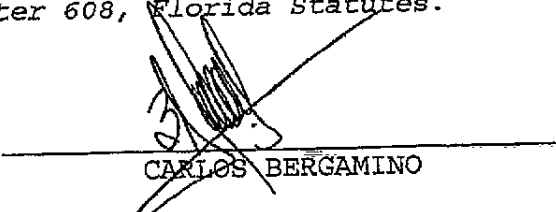
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Having been named as registered agent and to accept service of process for the Limited Liability Company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree 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 in Chapter 608, Florida Statutes.


CARLOS BERGAMINO

ARTICLE IV - Management:

The Limited Liability Company is to be managed by one or more managers and is, therefore, a manager-managed company.

ARTICLE V - Initial Managers:

The Limited Liability Company shall initially have two (2) managers. The number of managers may either increase or diminish from time to time, as established by the Members, as provided in the Regulations adopted by the Limited Liability Company, but shall never be less than one (1). The initial two (2) managers of the Limited Liability Company are CARLOS BERGAMINO of 10700 SW 139 Avenue, Miami, Florida 33186, and CARLOS RAMIREZ of 10700 SW 139 Avenue, Miami, Florida 33186.

ARTICLE VI - Scope of Managers' Authority:

Each Manager of the Limited Liability Company, may by his/her signature, alone or joined by other Manager, if any, exercising the broadest powers granted by law, including, without limitation,

Ricardo Martinez-Cid, P.A.
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except as may be otherwise limited by law, the power and authority to buy, develop, manage, sell, lease, rent, pledge, mortgage, transfer, exchange, convert, partition, and otherwise dispose of, and grant options with respect to, any and all property at any time owed by the Limited Liability Company or in or to which the Limited Liability Company may have an interest and/or claim, or any interest therein; and any sale may be a public or private sale for cash or for credit, with or without security; all for such purposes, at such times, and upon such terms as the Manager, may by his/her sole signature, alone or joined by other Managers, if any, determine. No transferee, lender, or other person shall be bound to see to or be liable for the application of the proceeds of any transaction with a Manager of this Limited Liability Company. The powers and authority herein described are not in limitation of any powers otherwise conferred upon a Manager of this Limited Liability Company by law.

ARTICLE VII - Transferability of Member's Interest:

No member shall have the right to assign the member's interest in the Limited Liability Company without the written agreement of a majority of the Units. If a majority of the Units do not approve the assignment, the assignee shall have no right to become a member, to participate in the elections of the managers of the Limited Liability Company or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss, deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

ARTICLE VIII - Nature of Business and Purpose:

The Limited Liability Company is organized to purchase, develop and manage quality South Florida real estate, and for all other businesses.

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ARTICLE IX. Beginning of Limited Liability Company Existence:

The Limited Liability Company's existence shall begin effective as of November 25, 1999.

ARTICLE X - Duration:

The duration of the Limited Liability Company shall be perpetual, unless the Limited Liability Company dissolves in accordance with the provisions of the Limited Liability Company's Regulations of these Articles of Organization.

ARTICLE XI - Dissolution:

The Limited Liability Company shall be dissolved upon the death, bankruptcy, dissolution or termination of a member's membership in the Limited Liability Company for any reason, unless the business of the Limited Liability Company is continued by the written consent of all the remaining members of the Limited Liability Company within thirty (30) days after any of these events.

ARTICLE XII - Percentage Interest: Membership Certificate:

The profits and losses of the Limited Liability Company shall be allocated to the members in accordance with and in proportion to each member's Percentage Interest (which shall be equal to the number of Units owned by a member divided by the total number of the Units owned by all members), unless otherwise provided in the Regulations of the Limited Liability Company. A member's interest in the Limited Liability Company may be evidenced by a Membership Certificate issued by the Limited Liability Company.

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IN WITNESS WHEREOF, the undersigned have executed these Articles of Organization, this November 30, 1999, and, under the penalties of perjury, the undersigned affirm that the facts stated herein are true.


CARLOS RAMIREZ

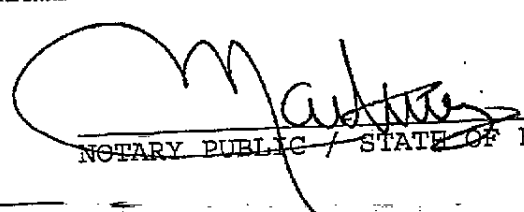

CARLOS BERGAMINO

(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.)

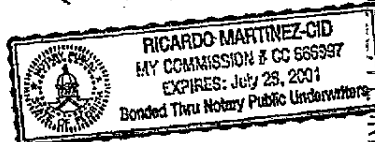
STATE OF FLORIDA)
) S.S.
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned Notary Public, personally appeared CARLOS RAMIREZ and CARLOS BERGAMINO, who are either personally known to me or provided respectively their Florida Driver's license and Peruvian Passport as identification, and they acknowledged before me that they executed the foregoing Articles of Organization for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Miami, Miami-Dade County, Florida, this November 30, 1999.


NOTARY PUBLIC / STATE OF FLORIDA

Ricardo Martinez-Cid, P.A.
1699 Coral Way, Suite 510
Miami, Florida 33145-2860
Telephone # (305) 859-7494
Facsimile # (305) 858-2513



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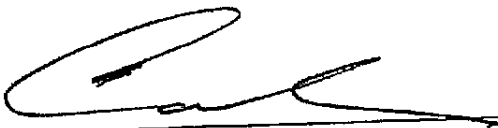
AFFIDAVIT OF CAPITAL CONTRIBUTIONS

LIMITED LIABILITY COMPANY:
BERGAMINO ENTERPRISES LLC

The undersigned member deposes and says:

1. The above-named Company has at least two members.
2. The total amount of initial cash contributed by the members is Five Hundred Thousand and Ten and No/100 (\$500,000.00), of which Four Hundred Ninety-Nine Thousand Nine Hundred Ninety-Nine (\$499,999.00) Dollars were contributed by CARLOS BERGAMINO and One and No/100 (\$1.00) Dollar was contributed by CARLOS RAMIREZ.

Under the penalties of perjury, the undersigned affirms that the facts stated herein are true.



CARLOS RAMIREZ


CARLOS BERGAMINO

Date: November 30, 1999

Ricardo Martinez-Cid, P.A.
1699 Coral Way, Suite 510
Miami, Florida 33145-2860
Telephone # (305) 859-7494
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**BERGAMINO ENTERPRISES LLC
CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT / REGISTERED OFFICE**

1. The name of the Florida Limited Liability Company is:

BERGAMINO ENTERPRISES LLC, hereinafter designated
the "Limited Liability Company."

2. The name and the Florida street address of the registered
agent of the Limited Liability Company are:

CARLOS BERGAMINO
10700 SW 139 Avenue
Miami, Florida 33186.

Having been named as registered agent and to accept service of
process for the 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 in Chapter 608, Florida Statutes.


CARLOS BERGAMINO

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RICARDO MARTINEZ-CID

Professional Association
Attorney at Law

1699 Coral Way, Suite 510, Miami, Florida 33145-2860
Telephone (305) 859-7494 Facsimile (305) 858-2513
e mail: mtnezcid@aol.com

FACSIMILE TRANSMISSION

Number of pages sent: 10 (including this page)

SEND TO: Florida Department of State/Division of Corporations
P. O. Box 6327, Tallahassee, Florida 32314

VIA: (850) 922-4001

SENT BY: Ricardo Martinez-Cid, Esq.

DATE: November 30, 1999

Gentlemen:

The proposed Articles of Organization, Affidavit of Capital Contributions, and Certificate of Designation of Registered Agent and Office, and the Audit for a Florida limited liability company to be known as **BERGAMINO ENTERPRISES LLC** follows. Debit my account for the amount of \$160.00, covering the filing fee (\$100.00), the registered agent certificate (\$25.00), a good standing certificate (\$5.00) and one (1) certified copy of the Articles of Organization (\$30.00).

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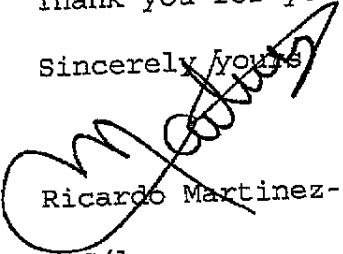
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RICARDO MARTINEZ-CID

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Upon filing Articles of Organization, Affidavit of Capital Contributions, and Certificate of Designation of Registered Agent and Office, please, provide, via facsimile, a good standing certificate and a certified copy of the Articles of Organization. Thank you for your cooperation.

Sincerely yours


Ricardo Martinez-Cid

RMC/lg

cc: Client c/o CARLOS RAMIREZ
VIA: (305) 382-5777

SHOULD YOU ENCOUNTER ANY PROBLEMS RECEIVING THIS FAX, PLEASE CALL 305-859-7494

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