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03/12/01--01047--016

***160.00 ***160.00

OFFICE USE ONLY

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

1. SGROPPIN L.C.

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)

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Certificate of Status

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

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

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

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

Examiner's Initials

TR
3/12/01

**ARTICLES
OF
ORGANIZATION
OF
SGROPPIN L.C.**

**ARTICLE I
Name**

The name of the limited liability company ("Company") is SGROPPIN L.C.

**ARTICLE II
Address**

The mailing address of the Company is 721 Lincoln Road, Miami Beach, Florida 33139, and the address of the Company's principal office is 721 Lincoln Road, Miami Beach, Florida 33139.

**ARTICLE III
Duration**

The period of duration for the Company is perpetual, beginning on the date these Articles of Organization are filed by the Florida Department of State.

**ARTICLE IV
Registered Agent and Office**

The name of Company's initial registered agent in Florida is Graziano Sbroggio. The address of Company's registered office in Florida is 721 Lincoln Road, Miami Beach, Florida 33139.

**ARTICLE V
Management**

The Company is to be managed by one manager or more managers and is, therefore, a manager-managed company. The initial manager will serve until the first annual meeting of the members. The initial manager is identified as follows:

Graziano Sbroggio, whose address is 721 Lincoln Road, Miami Beach, Florida 33139.

SECRETARY OF STATE
STATE OF FLORIDA

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ARTICLE VI
Admission of New Members

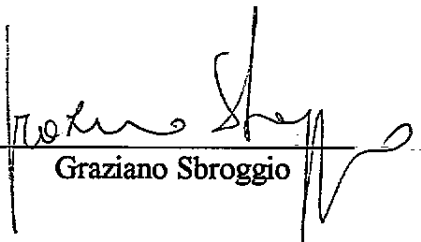
Members of the Company have the right to admit new members, provided that additional members may be admitted only on the unanimous written consent of the existing members, and the existing members shall determine the amount and nature of contributions by new members at the time new members are admitted.

ARTICLE VII
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.

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

IN WITNESS WHEREOF, I have executed these Articles of Organization on this 8th day of March, 2001.


Graziano Sbroggio

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TALLAHASSEE, FLORIDA

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

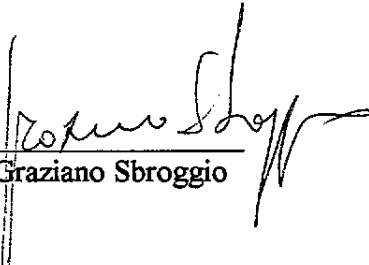
Pursuant to the provisions of Florida Statute Section 608.415 or 608.507, the undersigned Limited Liability Company submits the following statement in designating the registered office/registered agent, in the State of Florida:

1. The name of the limited liability company is SGROPPIN L.C.

2. The name and address of the registered agent and office is: Graziano Sbroggio, 721 Lincoln Road, Miami Beach, Florida 33139.

Having been named as registered agent and to accept service of process for the above-named 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: March 8, 2001



Graziano Sbroggio

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AND
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