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Florida Department of State
Division of Corporations
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LIMITED LIABILITY COMPANY

505 LLC

Certificate of Status	0
Certified Copy	1
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**ARTICLES OF ORGANIZATION
OF
505 LLC**

The undersigned, for the purpose of forming a limited liability company under the laws of Florida, hereby adopts the following Articles of Organization:

Article I
Name

The name of the limited liability company is 505 LLC (the "Company").

Article II
Duration

This Company shall exist on the date of filing of these Articles with the Secretary of State of the State of Florida. The duration of the Company shall be perpetual.

Article III
Nature of Business and Mailing Address

This Company is organized for the purpose of transacting any or all lawful business. The mailing address and the street address of the Company's initial principal office is 2 South Biscayne Boulevard, Suite 3400, Miami, Florida 33131.

THIS DOCUMENT PREPARED BY:

Raúl J. Valdés-Fauli, Esq.
Gunster, Yoakley, Valdes-Fauli & Stewart, P.A.
Suite 3400 - One Biscayne Tower
2 South Biscayne Boulevard
Miami, Florida 33131
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Article IV
Initial Registered Office and Agent

The street address of the initial registered office of this Company is One Biscayne Tower - Suite 3400, 2 South Biscayne Boulevard, Miami, Florida 33131, and the name of the initial registered agent of this Company at that address is Valdes-Fauli Corporate Services, Inc.

Article V
Unit Certificates

Each Member's interest in the Company shall be evidenced by a membership or unit certificate. The amount of capital which the initial sole Member has committed as its initial capital contribution is One Hundred Fifty Thousand Dollars (\$150,000), which shall be paid entirely in cash. Additional capital contributions may be received and additional units issued at such times and in such amounts as may be determined and allowed as provided in the Regulations and Operating Agreement.

Article VI
Addition of New Members

New owners who take their interest directly from the Company will be admitted as Members. New owners who take their interest by assignment, inheritance, or operation of law will be admitted only with the unanimous consent of all Members or as otherwise provided in the Regulations and Operating Agreement of the Company.

Article VII
Continuation on Death, Retirement, Etc. of Members

The remaining Members of the limited liability company will have the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or occurrence of any other event which terminates the continued Membership of a Member in this Company. The Company shall terminate upon the consent of all Members or as otherwise provided in accordance with the terms of the Regulations and Operating Agreement.

Article VIII
Management

This Company shall be manager managed. The initial managers of the company are: Antonio Zazzarino Bozza and Fabrizio Santoro, whose address is: 2 South Biscayne Boulevard, Suite 3400, Miami, Florida 33131. The number of managers may be increased or diminished from time to time by the Members. The manager hereby appointed by the Members shall serve until the first annual meeting of the Members, or until his successor is elected and qualified.

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Article IX
Amendment

This Company reserves the right to amend or repeal any provision contained in these Articles of Organization, and any right conferred upon the Members is subject to this reservation.

IN WITNESS WHEREOF, the undersigned authorized representative of the initial manager has executed these Articles the 21st day of February, 2000.



Raúl J. Valdés-Fauli, Esq., Authorized Representative

STATE OF FLORIDA)
) SS.:
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 21st day of February, 2000, by Raúl J. Valdés-Fauli, Esq., who is personally known to me and who did not take an oath.



Notary Public, State of Florida at Large

My Commission Expires:



Bianca R. Meneses
My Commission CC612846
Expires March 16, 2001

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ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated Limited Liability Company, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Valdes-Fauli Corporate Services, Inc.

By: 
Raúl J. Valdés-Fauli, Vice President

Dated: February 21, 2000

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