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LIMITED LIABILITY COMPANY

Rolandi Pasta Factory & Grill

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 15, 2001

JEFFREY E. LEHRMAN, ESQ. P.C.

SUBJECT: ROLANDI PASTA FACTORY & GRILL, L.L.C.
REF: W01000018915

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) 245-6958.

Lee Rivers
Document Specialist

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**ARTICLES OF ORGANIZATION OF
ROLANDI PASTA FACTORY & GRILL
A LIMITED LIABILITY COMPANY**

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be **ROLANDI PASTA FACTORY & GRILL, L.L.C.** and its initial principal office shall be located at 220 Alhambra Circle, Suite 810, in the City of Coral Gables, County of Miami-Dade, State of Florida, 33134, but it shall have the power and authority to establish offices at any other place or places as the members may designate.

ARTICLE II

PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve or develop, all or any of the business, good will, rights, assets and liabilities of any person, firm, association or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

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4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with other incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

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ARTICLE III**EXERCISE OF POWERS**

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by an unanimous vote of all of the members of the limited liability company.

ARTICLE IV**MANAGEMENT**

This limited liability company shall be managed by three (3) managers. The names and addresses of the persons who shall serve until their successors are elected and qualified are as follows:

1. **Fabio Muller Rolandi** – Mcal. Lopez esq. Mayor Infte., Rivarola, Paraguay
2. **Oscar Vicente Scavone** – c/o Laboratorios de Productos Eticos, S.A., Pdte. Franco 599, Asuncion, Paraguay
3. **Christian Wentzensen** – c/o Deutsche Bank 24 International, Adolphsplatz 7 D-20457, Hamburg, Germany

ARTICLE V**MEMBERSHIP RESTRICTIONS**

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except in accordance with the Member Control Agreement and Regulations of the Company.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership

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of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VI

CAPITAL CONTRIBUTIONS

Capital contributions in the amount of One Thousand Dollars (\$1,000.00) cash shall be paid to the limited liability company by the members in proportion to their interest in the Company. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members.

ARTICLE VII

PROFITS AND LOSSES

(a) Profit-sharing. The members shall be entitled to the net profits arising from the operation of the company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to the distributive share of the profits specified as follows:

Fabio Muller Rolandi – forty percent (40%)
Oscar Vicente Scavone – forty five percent (45%)
Christian Wentzensen – fifteen percent (15%)

The distributive share of the profits shall be determined and allocated to each respective capital share of the members as of the 31st day of December each year commencing December 31, 2001.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, of, if these sources are insufficient to cover such losses, by the members as provided in these Articles, the Member Control Agreement and the Regulations of the Company.

ARTICLE VIII

DURATION

This limited liability company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

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State of Florida
County of Miami Dade

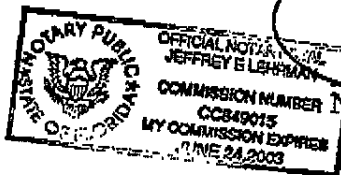
Sworn to and subscribed before me this 6th day of July, 2001, by Fabio Muller Rolandi, who is personally known to me or has produced License as identification.



[Signature]
Notary Public

State of Florida
County of Miami Dade

Sworn to and subscribed before me this 6th day of July, 2001, by Oscar Vicente Scavone, who is personally known to me or has produced Passport as identification.



[Signature]
Notary Public

State of Florida
County of Miami Dade

Sworn to and subscribed before me this 6th day of July, 2001, by Christian Wentzensen, who is personally known to me or has produced Passport as identification.



[Signature]
Notary Public

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ARTICLE IX

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 220 Alhambra Circle, Suite 810, Coral Gables, FL 33134, and the name of the company's initial registered agent at that address is Jeffrey E Lehrman, Esq.

The undersigned, being all of the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of Rolandi Pasta Factory & Grill, L.L.C.

Executed by the undersigned in counterparts as of the first day of August, 2001.


 Fabio Muller Rolandi


 Oscar Vicente Scavone


 Christian Wentzensen

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STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

Pursuant to the provisions of Florida Statutes § 608.415 and Florida Statutes § 608.407(1)(d), the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is **ROLANDI PASTA FACTORY & GRILL, L.L.C.**

The name of the registered agent for **ROLANDI PASTA FACTORY & GRILL, L.L.C.** is Jeffrey E Lehrman, Esq. and the street address of the company's principal office where the agent is located is 220 Alhambra Circle, Suite 810, Coral Gables, FL 33134.

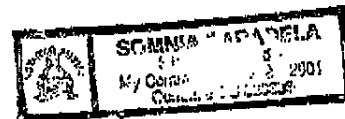
This statement is to acknowledge that, as indicated above, **ROLANDI PASTA FACTORY & GRILL, L.L.C.** has appointed me, Jeffrey E Lehrman, Esq., as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this appointment as registered 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 as of this 1st day of August, 2001.


Jeffrey E Lehrman, Esq.

The foregoing instrument was acknowledged before me this 1st day of August, 2001, by Jeffrey E Lehrman, Esq. on behalf of **ROLANDI PASTA FACTORY & GRILL, L.L.C.**, a limited liability company. He is personally known to me.


Notary Public



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