

010000013783

C. Anthony Rumore, Esq.
ATTORNEY AT LAW

540 East McNab Road; Suite C
Pompano Beach, FL 33060

Tel: (954) 946-9080
Fax: (954) 946-9081

August 13, 2001

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RE: VENEREO FINANCIAL SERVICES, LLC

TO WHOM IT MAY CONCERN:

Enclosed with this letter, to be filed with the Division of Corporations, Department of State, are the Articles of Organization for VENEREO FINANCIAL SERVICES, LLC together with the corresponding check in the amount of \$125.00, to cover cost of Filing Fee and Registered Agent Fee.

Sincerely,

C.A.R.

C. Anthony Rumore

MJH

01 AUG 14 PM 3:58
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

200004534492--4
-08/14/01--01081--004
***125.00 ***125.00

**ARTICLES OF ORGANIZATION
OF
VENEREO FINANCIAL SERVICES, LLC**

Pursuant to s. 608.407, Florida Statutes, the undersigned does hereby submit these Articles of Organization for the purpose of forming a limited liability company.

**ARTICLE I
NAME**

The name of the limited liability company is: VENEREO FINANCIAL SERVICES, LLC (the 'Company').

**ARTICLE II
ADDRESS**

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

14700 SUNSET LANE
SOUTHWEST RANCHES, FL 33330

**ARTICLE III
DURATION**

If not dissolved prior, by either instruction contained within the operating agreement or by elective or administrative dissolution, this limited liability company is to dissolve no later than December 31, 2028.

**ARTICLE IV
REGISTERED AGENT**

The name and the Florida street address of the registered agent are:

C. Anthony Rumore, Esq.
540 East McNab Road
Suite: C
Pompano Beach, FL 33060

01 AUG 14 PM 3:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

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


Registered Agent's Signature

ARTICLE V PURPOSE

The purpose of the limited liability company is to engage in any lawful activity permitted by the laws of this state.

ARTICLE VI INITIAL MANAGEMENT

Venereo Financial Services, LLC, is to be a **Member-Managed** Limited Liability Company. All members by virtue of their status as members may be managers of this limited liability company. The Members reserve the right to appoint or elect a manager or managers in accordance with powers enumerated in the operating agreement.

ARTICLE VII INITIAL MEMBERS

The names and addresses of the initial Members / Managers of the Company are:

TRI-TECH INDUSTRIES, INC.
14700 Sunset Lane
Southwest Ranches, FL 33330

MIGUEL VENEREO
14700 Sunset Lane
Southwest Ranches, FL 33330

ARTICLE VIII ADMISSION OF NEW MEMBERS

Except as otherwise provided in the operating agreement, no person may be admitted as a member unless a **majority-in-interest** of the members consent in writing to the admission of the additional member.

**ARTICLE IX
MEMBERSHIP CLASSES**

Pursuant to s. 608.4231, Florida Statutes, and further provided for in the written operating agreement, the Company will be comprised of initially, two classes of members, voting and non-voting. The Members-Managers executing these articles shall be voting members, and the Company reserves the right to create additional classes of members with designated rights, powers, and duties including additional member classes having no voting rights.

**ARTICLE X
INDEMNIFICATION**

Subject to the provisions of s. 608.4229, Florida Statutes or provisions of the written operating agreement, the Company shall indemnify and hold harmless any member, manager or other person from and against any and all claims and demands whatsoever arising in connection with the Company.

IN WITNESS WHEREOF, the undersigned executes these Articles of Organization this
9th day of August 2001.


MANAGING MEMBER

TRI-TECH INDUSTRIES, INC.
Miguel Venereo, President
14700 Sunset Lane
Southwest Ranches, FL 33330


MANAGING MEMBER

MIGUEL VENEREO
14700 Sunset Lane
Southwest Ranches, FL 33330