

LO2 0000 10236

WILSON, JOHNSON & JAFFER, P.A.  
SOUTH CHANGEL  
SUITE ONE

SARASOTA, FLORIDA 34236

TELEPHONE (941) 955-5800

FACSIMILE (941) 955-7353

CLYDE H. WILSON (1908-1994)  
ROBERT M. JOHNSON  
CLYDE H. WILSON, JR.  
JOHN S. JAFFER  
DOUGLAS A. CHERRY

E-MAIL ADDRESSES:  
johnson@lawsites.com  
wilson@lawsites.com  
jaffer@lawsites.com  
cherry@lawsites.com

April 18, 2002

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

500005312675--6  
-04/22/02--01043--008  
\*\*\*\*125.00 \*\*\*\*125.00

To Whom It May Concern:

We are enclosing Articles of Incorporation of **LIVIERO CONSTRUCTION COMPANY, L.L.C.** and a check for \$125.00 for filing.

Please transmit the certificate of incorporation and copy of the articles to the undersigned at the above address.

Very truly yours,

Bob Johnson

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FILED

RMJ:jkh

Encl: Check \$125.00  
Articles of Inc. (Original and copy)

LO2-10236  
QR

## ARTICLES OF ORGANIZATION

OF

### LIVIERO CONSTRUCTION COMPANY, L.L.C.

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

#### ARTICLE I - NAME

The name of the limited liability company shall be **LIVIERO CONSTRUCTION COMPANY, L.L.C.**, ("Company"). The principal place of business of the Company in Florida shall be 2144 Gulf Gate Drive, Sarasota, Florida 34231. *The mailing address is the same.*

#### ARTICLE II - DURATION

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall be perpetual, unless the Company is earlier dissolved as provided in these Articles of Organization.

#### ARTICLE III - PURPOSES AND POWERS

The general purpose for which the Company is organized is to acquire and own property and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

#### ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is Roberto Sembiente, 2144 Gulf Gate Drive, Sarasota, Florida 34231.

#### ARTICLE V - ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and upon such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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## ARTICLE VI - TERMINATION OF EXISTENCE

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there are at least two remaining members.

## ARTICLE VII - MANAGEMENT

The Company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The names and addresses of the members of the company are:

<u>Name</u>	<u>Address</u>
Roberto Sembiente	2144 Gulf Gate Drive, Sarasota, Florida 34231
Luca Liviero	2144 Gulf Gate Drive, Sarasota, Florida 34231

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization at Sarasota, Florida for the foregoing uses and purposes this 12th day of April, 2002.

  
Roberto Sembiente

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

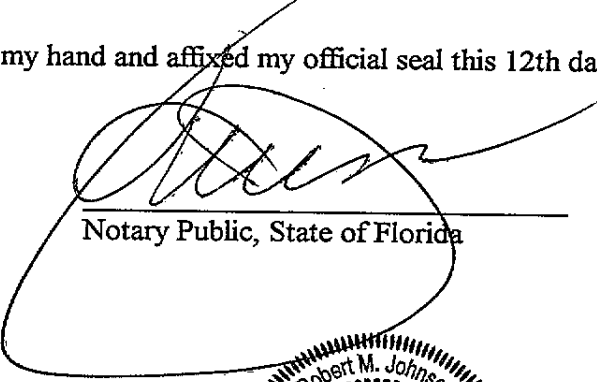
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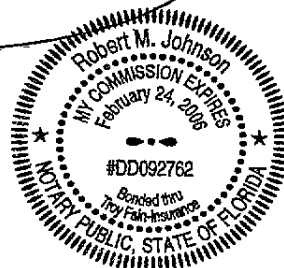
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STATE OF FLORIDA  
COUNTY OF SARASOTA

Before me personally appeared **Roberto Sembiente**, to me well known to be the organizers of the above limited liability company and who subscribed the above Articles of Organization, and they each freely and voluntarily acknowledged before me according to law that they made the same for the uses and purposes mentioned and set forth in it.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal this 12th day of April, 2002.

  
\_\_\_\_\_  
Notary Public, State of Florida



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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ACCEPTANCE OF REGISTERED AGENT**

The undersigned, being the person named in the Articles of Organization of **LIVIERO CONSTRUCTION COMPANY, L.L.C.**, as the registered agent of this limited liability company, hereby consents to his appointment as registered agent of the Company.

  
**Roberto Sembiante**  
Registered Agent

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA