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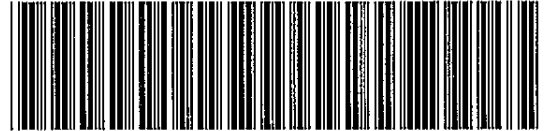
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DIVISION OF CORPORATION

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TALLAHASSEE, FLORIDA

# CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Zerboni Properties LLC

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- ☐ Certificate of Status
- ☐ Certificate of Fictitious Name
- ☐ Corp Record Search
- ☐ Officer Search
- ☐ Fictitious Search
- ☐ Fictitious Owner Search
- ☐ Vehicle Search
- ☐ Driving Record
- ☐ UCC 1 or 3 File
- ☐ UCC 11 Search
- ☐ UCC 11 Retrieval
- ☐ Courier

Signature

Requested by: *AW*

Name

Date

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**ARTICLES OF ORGANIZATION  
OF  
ZERBONI PROPERTIES L. L. C.  
a LIMITED LIABILITY COMPANY**

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TALLAHASSEE, FLORIDA

The undersigned adopt the following Articles of Organization for the purpose of becoming a limited liability company under the Florida Limited Liability Company Act:

**ARTICLE I**

Name

The name of the limited liability company, referred to in these Articles as "Company", is ZERBONI PROPERTIES, L. L. C.

**ARTICLE II**

Duration

The period of duration of Company is twenty-five years beginning on the date these Articles of Organization are filed by the Florida Department of State.

**ARTICLE III**

Purpose

The purpose for which Company is organized is to transact any or all lawful business for which limited liability companies may be organized under the Florida Limited Liability Company Act.

**ARTICLE IV**

Principal Address

The address of Company's principal place of business in Florida is 215 Robin Drive, Sarasota 34237. This is also the mailing address.

**ARTICLE V**

Registered Agent and Office

The name of Company's initial registered agent in Florida is Rachelle Rivolta. The address of Company's registered office in Florida is 215 Robin Drive, Sarasota 34237.

**ARTICLE VI**

Capital Contributions

The total amount of cash contribution is One Thousand (\$1,000.00) Dollars. The initial members are:

PERCENTAGE OF OWNERSHIP	OWNER ENTITY
Eighty (80%) percent	RACHELLE RIVOLTA
Twenty (20%) percent	RENZO RIVOLTA

## ARTICLE VII

### Management

The Company is to be managed by two (2) managers. The initial managers are:

1. Rachelle Rivolta, whose address is 215 Robin Drive, Sarasota, Florida;
2. Renzo Rivolta, whose address is 1654 Laurel Street, Sarasota, Florida;

who will serve until the first annual meeting of the members. Managers shall be elected annually by the members, with the vote of a majority in interest of the members.

## ARTICLE VIII

### Admission of New Members

Members shall have the right to admit new members. Such new 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 the new members are admitted.

## ARTICLE IX

### Transfer of Members Interest

A member in the Company may transfer or assign his or her interest provided, if all of the members (not including the member transferring an interest) do not approve the transfer or assignment by unanimous written consent, the transferee of the interest will have no participation in the management of the affairs of the Company or become a member, though such transferee or assignee will be entitled to receive the share of profits or other compensation by way of income and the return of contributions to which the transferrer or assignor would otherwise be entitled.

## ARTICLE X

### Distributions of Company Assets

The Company may, from time to time, distribute its property to its members, PROVIDED, in no event shall any distribution be made if after the distribution the Company would not be able to pay its debts as they become due in the usual course of business, or if after the distribution the Company's total assets would be less than the sum of its total liabilities. Distribution, when made, shall be allocated on the basis of each members' capital account. Distributions of Company assets may be made in cash or in kind.

#### ARTICLE XI

##### Distributions on Dissolution

Upon dissolution of the Company, the assets of the Company shall be distributed as provided in the Florida Limited Liability Company Act in effect at the time of dissolution.

#### ARTICLE XII

##### Amendment or Repeal of Articles

These Articles of Organization may be altered, amended or repealed by vote of the members of the Company, upon the affirmative vote of members owning not less than seventy-five (75%) percent of the total membership interest in the Company.

#### ARTICLE XIII

##### Regulations

The members of the Company may adopt and amend by affirmative vote of members owning not less than seventy-five (75%) percent of the total membership interest in the Company, regulations governing the management of the Company's affairs.

IN WITNESS WHEREOF, for the purpose of forming this limited liability company in accordance with the Florida Limited Liability Company Act the undersigned have executed these Articles of Organization on this 9 day of December, 2003, at Sarasota, Florida.

ZERBONI PROPERTIES, LLC, a Florida Limited  
Liability Company

By: Rachelle Z Rivolta  
RACHELLE RIVOLTA, Manager/Member

ZERBONI PROPERTIES, LLC, a Florida Limited  
Liability Company

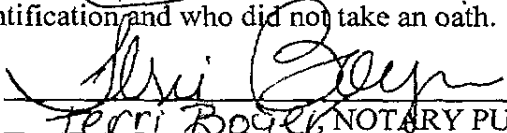
By: 

RENZO RIVOLTA, Manager/Member

STATE OF FLORIDA

COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 9th day of December, 2003 by Rachelle Rivolta as Manager/Member of Zerboni Properties, LLC, a Florida Limited Liability Company, who is personally known to me or who has produced as identification and who did not take an oath.

  
Terri Boyer, NOTARY PUBLIC

MY COMMISSION EXPIRES:



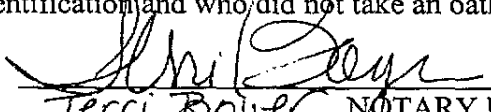
Terri Boyer  
My Commission DD185189  
Expires February 19, 2007

(SEAL)

STATE OF FLORIDA

COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 9th day of December, 2003 by Renzo Rivolta as Manager/Member of Zerboni Properties, LLC, a Florida Limited Liability Company, who is personally known to me or who has produced as identification and who did not take an oath.

  
Terri Boyer, NOTARY PUBLIC

MY COMMISSION EXPIRES:



Terri Boyer  
My Commission DD185189  
Expires February 19, 2007

(SEAL)