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TALLAHASSEE, FLORIDA

J. BRYAN JAN 20 2004

LAW OFFICES OF ZAEDY R. POZO
2655 Le Jeune Road, Penthouse ID
Coral Gables, Florida 33134
Tel (305) 442-7141
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January 7, 2004

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

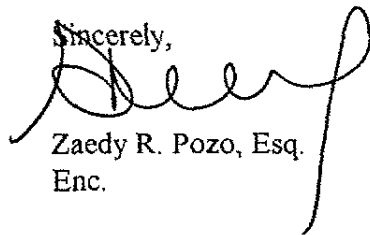
RE: BEL FIORE ANTIQUES, LLC, a Florida Limited Liability Company

Gentlemen:

Enclosed please find Articles of Organization for Bel Fiore, LLC, along with a check in the amount of \$150.00 as filing fees.

Should you have any questions, feel free to contact me.

Sincerely,



Zaedy R. Pozo, Esq.
Enc.

**ARTICLES OF ORGANIZATION
OF
BEL FIORE ANTIQUES, LLC**

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The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes (1995) Chapter 608, as amended, hereby makes acknowledges and files the following Articles of Organization.

ARTICLE I.

NAME

The name of the Limited Liability Company is BEL FIORE ANTIQUES, LLC.

ARTICLE II.

DURATION

The company shall exist perpetually. The existence of this limited liability company shall begin on the date of the filing of these Articles of Organization.

ARTICLE III.

ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is 318 Aragon Avenue, Coral Gables, Florida 33134.

This instrument was prepared by:
Zaedy R. Pozo, Esq.
2655 Le Jeune Road, Penthouse ID
Coral Gables, Florida 33134



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ARTICLE IV.

ADMISSION OF NEW MEMBERS

The addition of a new member to the Company shall require the written consent of fifty-one (51%) percent voting interest of the members of the Company and upon such terms and conditions as shall be determined by such vote. A member may transfer his, her, its 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 approved by a fifty-one (51%) percent vote at a duly constituted meeting of members.

ARTICLE V.

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the company in the State of Florida is 318 Aragon Avenue, Coral Gables, Florida 33134 and the name of the initial agent of this company at that address is Nino Pernetti.

ARTICLE VI.

TERMINATION

Within 90 days of the occurrence of any event which would terminate the continued membership of a member of the Company, including but not limited to death, retirement, resignations, expulsion, bankruptcy or dissolution of a member, the Company shall terminate unless (a) a majority of the voting interest of the remaining members shall have voted to continue the business or (b) upon the death of the sole member, the successor to the interest of the member shall have voted to continue the business, and further provided that the company shall at all times have no less than one member.

ARTICLE VII.

MANAGEMENT

The Limited Liability Company is to be managed by the members and the name and addresses of the managing member(s) are:

Nino Pernetti

318 Aragon Avenue
Coral Gables, Florida 33134

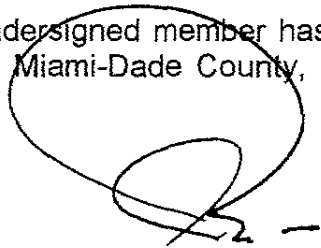


ARTICLE VIII.

AMENDMENTS

The Articles of Organization of this Limited Liability Company may only be amended by the majority vote of the members. No member shall be obliged to contribute additional capital to the Company unless such obligation is approved and required by a majority vote of the members.

IN WITNESS WHEREOF, the undersigned member has made and subscribed these Articles of Organization at Miami, Miami-Dade County, Florida, this 8th day of December, 2003.



Name: Nino Perneti, Managing Member

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**ACCEPTANCE OF REGISTERED AGENT
OF**

BEL FIORE ANTIQUES, LLC

Having been named as registered agent and to accept service of process for BEL FIORE ANTIQUES, LLC, 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.

By: 

Name: NINO PERNETTI

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