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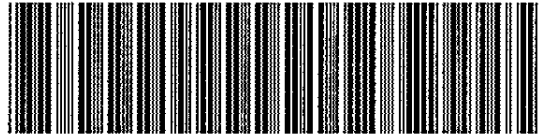
(Business Entity Name)

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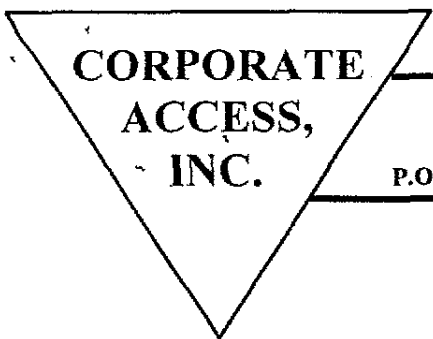
04 JAN 21 AM 9 29

DIVISION OF CORPORATION

FILED

04 JAN 21 PM 12 55
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

\$105.00



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LLC

1.) Partopino Realty Group, LC
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

**ARTICLES OF ORGANIZATION
OF
Portofino Realty Group, LC**

04 JAN 21 PM 12:55
FILED
SECRETARY OF STATE
TALLAHASSEE, FL 32399

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 **Portofino Realty Group, LC**, and its *principal office* and *mailing address* shall be located at **1410 Sunset Harbour Drive, #218, Miami Beach, FL 33139**, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

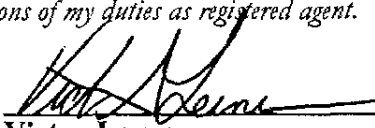
ARTICLE II.

REGISTERED AGENT

The *name, location* and *mailing address* of the registered agent of the limited liability company is

**Victor Lerner
1410 Sunset Harbour Drive, #218
Miami Beach, Florida 33139**

Having been named as registered agent and to accept service of process for the above stated Florida Limited Liability Company, at the place designated in the Articles of Organization and in the certificate, I hereby agree, on this 19 day of Jan, 2004, to accept the appointment as registered agent and to act in this capacity. I further agree with the provision of all statutes relating to the proper performance of my duties, and I am familiar with and accept the obligations of my duties as registered agent.


**Victor Lerner
Registered Agent**

ARTICLE III

MANAGEMENT BY MEMBERS

This limited liability company shall be managed and owned by its member or members. The name and address of the managing member shall be:

Victor Lerner
1410 Sunset Harbour Drive, #218
Miami Beach, FL 33139

Ownership %
100%

MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent, unless otherwise stated in the Operating Agreement. Contributions required of new members shall be determined as of the time of admission to the limited liability 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 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 IV.

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.
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 others 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.

ARTICLE V.

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 a unanimous vote of the members of the limited liability company.

ARTICLE VI.

CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$200.00 cash shall be paid to the limited liability company by the members in equal shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

ARTICLE VII.

PROFITS AND LOSSES

(a). *Profit Sharing.* The members shall be entitled to the net profits arising from the operation of the limited liability 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 an equal distributive share of the profits.

(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, or, if these sources are insufficient to cover such losses, by the members in equal shares.

ARTICLE VIII.

DURATION

This limited liability company shall exist perpetually.

ARTICLE IX.

ORGANIZER

The *location* and *mailing address* of the organizer of the limited liability company is

747 4th Street, #200
Miami Beach, FL 33139

and the name of the company's organizer at that address is **Christian Folland, Esq..**

The undersigned, being the organizer of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of **Portofino Realty Group, LC.**

Executed by the undersigned on Jan 19, 2004.


Christian Folland, Esq.
Organizer