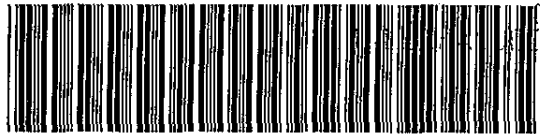


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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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MIMI HANLEY, CPA  
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MELBOURNE, FL 32935  
321-242-1906 FAX 321-242-2818

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

January 14, 2004

Florida Department of State  
Division of Corporations  
Corporation Filing  
PO Box 6327  
Tallahassee, FL 32314

Re: Miceli's Restaurant LLC

Enclosed please find articles of Organization for Miceli's Restaurant LLC, together with one copy of same and a check in the amount of \$125. Please file the articles.

Should you have any questions or wish further information, please do not hesitate to contact me.

Thank you for your cooperation and assistance herein.

Sincerely,



Mimi Hanley, CPA

Enclosure: Articles of Organization  
Copy of Articles of Organization  
Check in the amount of \$125

**ARTICLES ORGANIZATION FOR FLORIDA LIMITED LIABILITY  
COMPANY**

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04 JAN 20 PM 1:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES I – NAME:**

The name of the Limited Liability Company is Miceli's Restaurant LLC.

**ARTICLES II – Address:**

The mailing address and the street address of the principal office of the limited liability company.

Mailing Address: 3000 Fountainhead Blvd. Apt 106  
Melbourne, Fl 32935

Principal Address: 694 N. Wickham Rd  
Melbourne, Fl 32935

**ARTICLES III – Duration:**

The period of duration for the Limited Liability Company shall be perpetual.

**ARTICLES IV – Members:**

Members and Initial Capital Contribution The name, address, Interest and value of the initial Capital Contribution of the members shall be set forth on Schedule A attached hereto.

**ARTICLES V – Management:**

All of the members, by virtue of their status as members, shall be managers of this limited liability company.

No person who is serving or who has served as a manager of the limited liability company shall be personally liable to the limited liability company or any of its members for monetary damages for breach of duty as a manager, except for liability with respect to (i) acts or omissions that the manager at the time of such breach knew were clearly in conflict with best interests of the limited liability company, (ii) any transaction from which the manager derived an improper personal benefit, or (iii) acts or omissions with respect to which the Florida Limited Liability Company Act does not permit the limitation of liability. As used herein, the term "improper personal benefit" does not include a manager's reasonable compensation or other reasonable incidental benefit for or on account of his service as manager, employee, independent contractor, attorney or consultant of the limited liability

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES,  
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING  
STATEMENT TO DESIGNATED OFFICE AND REGISTERED AGENT IN THE STATE  
OF FLORIDA.

1. The name of the limited liability company is Miceli's Restaurant LLC.
2. The name and the Florida street address of the registered agent is:

Domenik Mandarino  
3000 Fountainhead Blvd. Apt. 106  
Melbourne, FL 32935

*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.*

Miceli's Restaurant LLC.

By

  
Domenik Mandarino

company. No amendment or repeal of this article, nor the adoption of any provision to these Articles of Organization inconsistent with this article, nor the adoption of any provision to these Articles of Organization inconsistent with this article, shall eliminate or reduce the protection granted herein with respect to any matter that occurred prior to such amendment, repeal or adoption.

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TALLAHASSEE, FLORIDA

These articles will become effective January 13, 2004 with the Florida Department of the Secretary of State.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true)



---

Domenik Mandarino

**Authorized Representative**

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TALLAHASSEE, FLORIDA

**SCHEDULE A**

**NAME, ADDRESS AND INITIAL  
CAPITAL CONTRIBUTION OF THE MEMBERS**

<u>Name of Member</u>	<u>Address of Member</u>	<u>Interest</u>	<u>Value of Initial Capital Contribution of Members</u>
Domenik Mandarin0	3000 Fountainhead Blvd. 103 Melbourne, Fl 32935	50%	\$ 50.00
Maria Consentino	3000 Fountainhead Blvd. 103 Melbourne, FL 32935	50%	\$ 50.00