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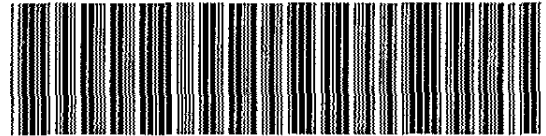
(Business Entity Name)

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04 MAY 28 AM 10:23  
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DIVISION OF CORPORATIONS  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Holland & Knight LLP  
Requester's Name

315 So. Calhoun Street  
Address

425-5675  
City/State/Zip Phone #

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TALLAHASSEE, FLORIDA

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**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. Bike-Lit USA, LLC  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time \_\_\_\_\_ ☐ Certified Copy  
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**NEW FILINGS**

- ☐ Profit  
☐ Not for Profit  
☒ Limited Liability  
☐ Domestication  
☐ Other

**OTHER FILINGS**

- ☐ Annual Report  
☐ Fictitious Name

**AMENDMENTS**

- ☐ Amendment  
☐ Resignation of R.A., Officer/Director  
☐ Change of Registered Agent  
☐ Dissolution/Withdrawal  
☐ Merger

**REGISTRATION/QUALIFICATION**

- ☐ Foreign  
☐ Limited Partnership  
☐ Reinstatement  
☐ Trademark  
☐ Other

Examiner's Initials

**ARTICLES OF ORGANIZATION  
OF  
BIKE-LIFT USA, LLC**

**FILED**  
04 MAY 28 PM 1:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, being a duly authorized representative of the sole member desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

**ARTICLE I**

**NAME**

The name of the limited liability company is BIKE-LIFT USA, LLC (the "Company").

**ARTICLE II**

**ADDRESS**

The principal office address of the Company is:

Via Don Milani, 19  
43012 Sanguinaro di Fontanellato  
PARMA (Italy)

The mailing office address of the Company is:

701 Brickell Avenue  
Suite 3000  
Miami, Florida 33131

**ARTICLE III**

**OPERATING AGREEMENT**

The power to adopt, alter, amend, or repeal an operating agreement for the Company shall be vested in the Member of the Company.

## **ARTICLE IV**

### **MANAGEMENT**

The Company shall be conducted, carried on, and managed by at least one (1) Manager. The Manager(s) shall also have the rights and responsibilities described in the Operating Agreement of the Company, if applicable. The Manager(s) shall serve in such capacity until their successor(s) are duly elected and qualified.

## **ARTICLE V**

### **DURATION AND CONTINUATION**

The period of the Company's duration shall commence with the filing of these Articles of Organization with the Secretary of State, and shall continue perpetually, unless terminated (i) in accordance with the Company's Operating Agreement, if applicable or (ii) by the written agreement of a majority of the ownership interest.

## **ARTICLE VI**

### **PURPOSE**

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

## **ARTICLE VII**

### **ADDITIONAL MEMBERS**

Additional Members may be admitted upon the approval of a majority of the ownership interest of the Company, upon the written application of such new Member, in the manner set forth in the Operating Agreement of the Company, if applicable.

## **ARTICLE VIII**

### **REGISTERED AGENT AND OFFICE**

The Company designates 701 Brickell Avenue, Suite 3000, Miami, Florida 33131 as the street address of the initial registered office of the Company and names Intrastate Registered Agent Corporation as the Company's initial registered agent at that address to accept service of process within this state.

**IN WITNESS WHEREOF**, the undersigned has hereunto set his hand and seal this 27<sup>th</sup> day of May 2004.

A handwritten signature in cursive script, appearing to read "Marco Ferri", written in dark ink.

---

Marco Ferri  
Duly Authorized Representative of the  
Sole Member

## ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for BIKE-LIFT USA, LLC to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and acknowledge that the undersigned is familiar with, and accepts, the obligations of such position on this 27<sup>th</sup> day of May 2004.

### INTRASTATE REGISTERED AGENT CORPORATION

By: Ronald Albert, Jr.  
Name: Ronald Albert, Jr.  
Title: Vice President

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