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LIMITED LIABILITY COMPANY

padania wines llc

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**ARTICLES OF ORGANIZATION OF
PADANIA WINES LLC, a Florida Limited Liability Company**

The undersigned, for the purpose of forming a Limited Liability Company under the Florida Limited Liability Company Act, does hereby adopt the following Articles of Organization:

ARTICLE I. - COMPANY NAME

The name of the Limited Liability Company is Padania Wines LLC..

ARTICLE II. - COMPANY EXISTENCE

The existence of the limited liability company shall begin upon the filing of these articles with the Florida Department of State.

ARTICLE III. - PURPOSE AND POWERS

The Company is organized to engage in any all lawful business, especially the distribution of Wine and Spirits.

ARTICLE IV. - REGISTERED OFFICE, AGENT AND PRINCIPAL OFFICE

The street address of the initial registered office of the Company is 300-71st St., Ste. 405, Miami Beach, Florida, and the name of its initial registered agent at such address is Daniel E. Jonas, Esq., Jonas & Silberman, P.A. The mailing address and street address of the principal office of the Company is 300-71st St., Ste. 405, Miami Beach, FL 33141.

ARTICLE VI. - MEMBERS

The number of members constituting the initial membership of the Company is two. The names and addresses of the persons who are to serve as the Managing Members are as follows:

Pietro Romani, Managing Member
47-25 40th Street, Apt. 2H
Woodside, NY 11104

Giovanni Polillo, Managing Member
240 East 76th Street, Apt. 9B
New York, NY 10021

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IN WITNESS WHEREOF the undersigned authorized representative of the managing members has executed these Articles of Organization at Miami, Miami-Dade County, Florida, on this 17th day of August, 2004.



DANIEL E. JONAS, Esq.
Jonas & Silberman, P.A.

ACKNOWLEDGMENT OF APPOINTMENT AS REGISTERED AGENT

COMES NOW DANIEL E. JONAS, and hereby acknowledges his appointment as the registered agent of PADANIA WINES LLC, a Florida Limited Liability Company, and states that he is familiar with, and accepts, the obligations of that position.



DANIEL E. JONAS
Jonas & Silberman, P.A.

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DANIEL E. JONAS

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