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Green Schoenfeld & Kyle

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Division of Corporations

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MJH

To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : GREEN SCHOENFELD & KYLE LLP
Account Number : I20000000177
Phone : (239) 936-7200
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DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY

Rapallo Holdings, LLC

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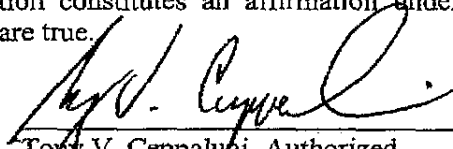
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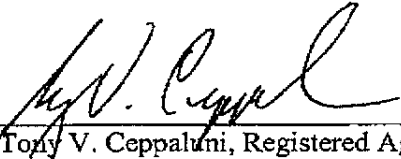
interest in the Company without the unanimous written agreement of all members. If the non-transferring members do not approve the transfer, the transferee of the interest of the transferring member shall have no right to become a member or to participate in the management of the business and the affairs of the Company. The transferee shall be entitled to receive only the share of profits or other compensation by way of income, and the return of contributions to which the transferring member otherwise would be entitled by virtue of membership.

The undersigned executed these Articles of Organization effective as of October 6, 2004. In accordance with Section 608.408(3), Florida Statutes, the execution of these Articles of Organization constitutes an affirmation under the penalties of perjury that the facts stated herein are true.


Tony V. Ceppaluni, Authorized
Representative

Acceptance by Registered Agent

Having been named Registered Agent and designated to accept service of process for the within-named Company, at the place designated herein, and being familiar with the obligations of that position, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


Tony V. Ceppaluni, Registered Agent

Dated: October 6, 2004