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OK

TRANSMITTAL LETTER
FOR FLORIDA LIMITED LIABILITY COMPANY

Department of State
Registration Section
Division of Corporations
P.O.Box 6327
Tallahassee, FL 32314

SUBJECT: **ROSSI AMERICA LLC**
(PROPOSED LIMITED LIABILITY COMPANY NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Organization and a check for:

<input checked="" type="checkbox"/>	<u>\$ 155.00</u>
\$ 100.00	Filing fee for Articles of Organization
25.00	Designation of Registered Agent
30.00	Certified Copy
ADDITIONAL COPY REQUIRED	

FROM: M.TACHIBANA, C.P.A., P.A.
NAME (PRINTED OR TYPED)
10800 BISCAYNE BLVD, SUITE# 150
ADDRESS
MIAMI, FLORIDA 33161
CITY, STATE & ZIP
(305) 895-4000
DAYTIME TELEPHONE NUMBER

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TALLAHASSEE, FLORIDA

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NOTE: Please provide the original and one copy of the articles.

ARTICLES OF ORGANIZATION
FOR
FLORIDA LIMITED LIABILITY COMPANY

The undersigned, for the purpose of forming a Limited Liability Company under the laws of the State of Florida, by and under the provisions of the statutes of the State providing for the formation, liabilities, rights, privileges and immunities of a Florida Limited Liability Company, do hereby adopt the following Articles of Organization.

ARTICLE I - NAME:

The name of the Limited Liability Company is ROSSI AMERICA, LLC.

ARTICLE II - ADDRESS:

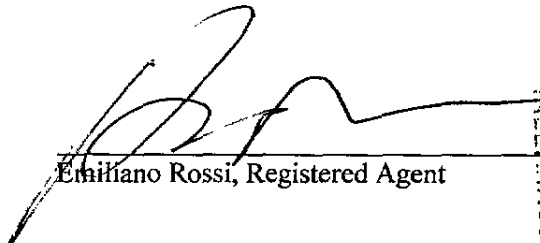
The mailing address and street address of the principal office of the Limited Liability Company is 7240 NW 114th Avenue, #308, Doral, Florida 33178, with privilege, however, of having branch offices at any other place or places within or without the state of Florida.

ARTICLE III - REGISTERED AGENT AND REGISTERED OFFICE, AND
REGISTERED AGENT'S SIGNATURE:

The name and the Florida street address of the registered agent is:

Emiliano Rossi
7240 NW 114th Avenue, #308
Doral, Florida 33178

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 as provided for in Chapter 608 F.S.


Emiliano Rossi, Registered Agent

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ARTICLE IV - MANAGEMENT:

The Limited Liability Company is to be managed by the members and names and addresses of the managing members are:

Emiliano Rossi
7240 NW 114th Avenue, #308
Doral, Florida 33178

Gina Efrati
7240 NW 114th Avenue, #308
Doral, Florida 33178

ARTICLE V - ADMISSION OF ADDITIONAL MEMBERS:

The right, if given, of the members to admit additional members and the terms and conditions of the admission shall be vested in Emiliano Rossi and Gina Efrati.

ARTICLE VI - MEMBERS' RIGHTS TO CONTINUE BUSINESS:

The right, if given, of the remaining members of the Limited Liability Company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company shall be determined by the votes of the majority of the members as of the date of specified event as described herein.

IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledged them to be my act this 26 day of January 2005. 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.


Emiliano Rossi, Managing Member

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