

L05000012292

Division of Corporations

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LIMITED LIABILITY COMPANY

RAMALLO BROTHERS CONSULTING GROUP, L.L.C.

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**ARTICLES OF ORGANIZATION
OF
RAMALLO BROTHERS CONSULTING GROUP, L.L.C.**

**ARTICLE I
NAME**

The name of the Limited Liability Company is:

RAMALLO BROTHERS CONSULTING GROUP, L.L.C.

**ARTICLE II
NATURE OF BUSINESS**

To carry on a general investment and management consultant and advisory business relating to investments and the operation of businesses, plants, properties, and real and personal property of every kind, in the United States and foreign countries, subject to the applicable laws thereof. To maintain executive and operating personnel for the purpose of consulting with and advising others in all matters relating to investments and the management and operation of businesses and other properties of every kind. To furnish business investment and management plans and programs, to formulate policies, and generally to advise and assist others, under contract or otherwise, in the management of their businesses, plants, properties, and investments. To buy and sell projects and developments on its own behalf and on behalf of others in connection with the operation, management, and development of individual and corporate businesses. To conduct research and to investigate businesses and enterprises of every kind and description throughout the world in order to secure information and data for capital investment, both for its own account and as agent for others. To engage in capital ventures and business enterprises of every kind and description, whether as a promoter, partner, member, or associate, or as a manager of other such

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enterprises.

To engage in consultant and advisory work in connection with the organization, financing, management, operation, and reorganization of industrial and commercial enterprises. To manage and to provide management for and supervise all or part of any and every kind of investment or business enterprise, and to contract or arrange with any corporation, association, partnership, or individual for the management, conduct, operation, and supervision of all kinds of investments and businesses. To advertise, promote, merchandise, and otherwise purvey the services authorized herein; to negotiate and contract with respect to furnishing of the same for or on behalf of any person, firm, or corporation, domestic or foreign; to enter into and carry out agency or joint arrangements with other persons, firms, or corporations engaged in like or similar activities; and generally to exploit the services and objects of the Corporation by all lawful means.

The foregoing clause shall be construed as and shall be powers as well as purposes, and all matters expressed in each clause shall, unless otherwise herein expressly provided, be in nowise limited by reference to or inference from the terms of any other clause but shall be regarded as independent powers and purposes; and the enumeration of specific powers and purposes shall not be construed to limit or restrict in any manner the meaning of general terms of the general powers of this Corporation, nor shall the expression of one thing be deemed to exclude another not expressed, although it be of like nature. This Corporation shall be authorized to exercise and enjoy all other powers, rights and privileges granted by the Business Corporation Act of this State to corporations organized thereunder, and amendatory of or supplemental to that statute, and the enumeration of certain powers as herein specified is not intended as exclusive of or as a waiver of any of the powers, rights or privileges granted or conferred by that statute now or hereafter in force; provided however that nothing herein contained shall be deemed to authorize or permit this Corporation to carry on any business, to exercise any power, or to do any act which a corporation formed under that statute may not at the time lawfully carry or do.

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**ARTICLE III
INITIAL REGISTERED AGENT AND REGISTERED OFFICE**

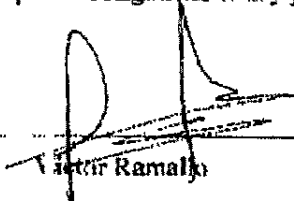
The Limited Liability Company's initial Registered Agent and Registered Office in the State of Florida are:

Initial Registered Agent: Victor Ramallo

Initial Registered Office: 2340 Griffin Road, Dania Beach, Florida 33312

ACKNOWLEDGEMENT AND CONSENT OF REGISTERED AGENT

Having been named Initial Registered Agent to accept service of process for the above stated Limited Liability Company at the Initial Registered Office designated in these Articles of Organization, I hereby accept the appointment as Registered Agent and agree to act in such capacity. I further agree to comply with all statutes relating to the proper and complete performance of my duties, and accept the obligations of my position as Registered Agent.


Victor Ramallo

**ARTICLE IV
COMPANY MANAGEMENT**

The Limited Liability Company is to be managed by one manager and, therefore, a member-managed company.

ARTICLE V

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CONTRIBUTION OF CAPITAL

The contribution of a member may be in cash, property, or services rendered, or a promissory note or other obligation to contribute cash or property or to perform services. Promise to contribute by a member will be set out in writing signed by the member and the member is obligated to the limited liability company to perform any enforceable promise to contribute cash or property or to perform services, even if the member is unable to perform because of the member's death or disability or any other reason.

ARTICLE VI INITIAL ADDRESS

The street address in this state of the principal office of the Limited Liability Company is:

2340 Griffin Road, Dana Beach, Florida 33312

IN WITNESS WHEREOF, the undersigned, as member has executed the foregoing Articles of organization on this 4th day of February, A.D. 2005.


Signature of member

Victor Ranzallo
Printed name

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