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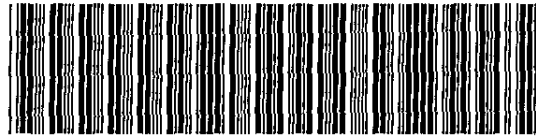
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STATE
TALLAHASSEE, FLORIDA

CAPITAL CONNECTION, INC.

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Rupert Management LLC

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- ☐ Art of Inc. File
- ☐ LTD Partnership File
- ☐ Foreign Corp. File
- ☒ L.C. File
- ☐ Fictitious Name File
- ☐ Trade/Service Mark
- ☐ Merger File
- ☐ Art. of Amend. File
- ☐ RA Resignation
- ☐ Dissolution / Withdrawal
- ☐ Annual Report / Reinstatement
- ☐ Cert. Copy
- ☒ Photo Copy
- ☐ Certificate of Good Standing
- ☐ Certificate of Status
- ☐ Certificate of Fictitious Name
- ☐ Corp Record Search
- ☐ Officer Search
- ☐ Fictitious Search
- ☐ Fictitious Owner Search
- ☐ Vehicle Search
- ☐ Driving Record
- ☐ UCC 1 or 3 File
- ☐ UCC 11 Search
- ☐ UCC 11 Retrieval
- ☐ Courier

Signature

Requested by:

Name

Date

Time

Walk-In

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**ARTICLES OF ORGANIZATION
OF
RUPERTI MANAGEMENT LLC**

A Florida Limited Liability Company

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05 MAR -8 PM 12:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, THE UNDERSIGNED, subscriber member of the Articles of Organization, on behalf of the members, for the purpose of forming a Limited Liability Company under the Laws of the State of Florida, pursuant to the Florida Limited Liability Company Act, state:

ARTICLE ONE

The name of this company shall be: RUPERTI MANAGEMENT LLC.

ARTICLE TWO

DURATION: The Company shall commence existence upon the filing of these Articles of Organization with the Secretary of the State of Florida, and continue in perpetual existence unless sooner dissolved as provided by law.

ARTICLE THREE

The purpose of the Company shall be to such extent as a limited liability company organized under the Florida Limited Liability Company Act law of this state may now or hereafter lawfully do, either as principal or agent and either alone or in connection with other corporations, firms, or individuals, all and ever thing necessary, suitable, convenient, or proper for, or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interest of this Company or to enhance the value of its properties; and in general to do any

and all things and exercise any and all powers, rights, and privileges which a limited liability company may now or hereafter be organized to do or to exercise under the laws governing limited liability companies of this state or under any act amendatory thereof, supplemental thereto, or substituted therefrom or to otherwise engage in any lawful activity either within or without the State of Florida. The Company may buy, sell, lease, rent, encumber, deal in or otherwise dispose of real or personal property including retail or wholesale sales, manufacturing, assembling, act as commission merchant, broker, jobber, dealer, import, export, or any other lawful business activity without limitation. To do any and all other acts and things that are necessary or convenient to the attainment of the purposes of this Company and any of them, to the same extent as natural persons lawfully might or could do in any part of the world, insofar as such acts are permitted to be done by a company organized under the Limited Liability Company Act of this state.

ARTICLE FOUR

MANAGEMENT: The Company shall be managed by a Managing Member appointed by the Members and the Managing Member may delegate duties to designated agent or agents. The initial Managing Members to serve until replaced by the members of the Company are as follows:

Wilmer Ruperti	717 Ponce de Leon Boulevard Suite 234 Coral Gables, Florida 33134
Ludovico Fontana	717 Ponce de Leon Boulevard Suite 234 Coral Gables, Florida 33134

ARTICLE FIVE

The initial street address of the Company's office and their mailing address, and the name of the initial Registered Agent are as follows:

<u>Company's Street Address</u>	<u>Registered Agent/Address</u>
717 Ponce de Leon Blvd. Suite 234 Coral Gables, FL 33134	Frank R. S. Fabre 717 Ponce de Leon Blvd. Suite 234 Coral Gables, FL 33134

The initial principal place of business of the Company is at:

717 Ponce de Leon Blvd., Suite 234, Coral Gables, FL 33134.

ARTICLE SIX

SUBSCRIBER: The Name and Post Office address of the Agent authorized to file and subscribed these Articles of Organization is:

Frank R. S. Fabre, Esq.
717 Ponce de Leon Blvd., Suite 234
Coral Gables, Florida 33134

ARTICLE SEVEN

The Managing Member is authorized by himself to make regulations that shall govern the Company and to amend them from time to time.

ARTICLE EIGHT

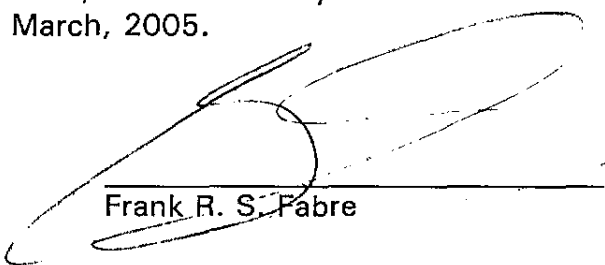
After the initial membership, additional members may be admitted on the written consent of a majority of the existing members. A member may not transfer its interest without written consent of a majority of the remaining members except as otherwise provided in the initial subscription. In the event of an Assignment or if a member ceases to have an interest in the Company, the Company shall still continue.

The remaining members of the limited liability company shall 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. The Manager may provide for transfer of initial contribution.

ARTICLE NINE

The regulations shall prescribe the contributions required of the member. The regulations may prescribe a reduction and loss of membership for failure to pay a required contribution after notice.

IN WITNESS WHEREOF, I have sent my hand and seal in Miami-Dade County, Florida, this 2 of March, 2005.


Frank R. S. Fabre

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 20th day of March, 2005, by Frank R. S. Fabre, to me known to be the person described in and who signed the foregoing Articles of Incorporation as subscriber's agent of RUPERTI MANAGEMENT LLC, and he acknowledged to me that he signed the same freely and voluntarily.

