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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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## LIMITED LIABILITY COMPANY

**portobello estates, llc**

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 ARTICLES OF ORGANIZATION OF

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PORTOBELLO ESTATES, LLC

2005 JUL 25 P 12:06

## A FLORIDA LIMITED LIABILITY COMPANY

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned desiring to form a Limited Liability Company under and pursuant to Section 608.404 of the Limited Liability Act, pursuant to Chapter 608 of the Florida Statutes, of the State of Florida, do hereby certify as follows:

FIRST: The name of said Limited Liability Company shall be PORTOBELLO ESTATES, LLC, and the mailing address and the street address of the principal office of the limited liability company shall be: 8181 N.W. 36<sup>th</sup> Street, Suite 1001, Miami, Florida 33166.

SECOND: PORTOBELLO ESTATES, LLC, shall have a perpetual duration from the date of filing of these Articles of Organization.

THIRD: The purposes for which, PORTOBELLO ESTATES, LLC is formed are:

- (A) to purchase, sell real estate, and otherwise manage and hold real estate properties within the State of Florida, subject to such laws and;
- (B) to engage in such other lawful acts or activities for which limited liability companies may be formed under Chapter 608 of the Statutes of the State of Florida.

FOURTH: The maximum number of ownership units which, PORTOBELLO ESTATES, LLC, is authorized to have outstanding is one hundred (100), all of which shall be identical units, and each of which shall represent the ownership of that percentage of the total units outstanding at any time as is the equivalent of the ratio in which one (1) is the numerator and the total units outstanding is the denominator.

FIFTH: This limited liability company shall be manager-managed and will have three (3) manager(s) LINA BARON, CESAR BARON, JR. and CESAR BARON, SR.

SIXTH: The name and mailing address of the company's registered agent is OSCAR GRISALES-RACINI, whose mailing address is: 1911 Harrison Street, Hollywood, Florida 33020.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 25<sup>th</sup> day of July, 2005.

  
 PORTOBELLO (BVI) GROUP LIMITED,

Att'y in Fact

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a British Virgin Islands Corporation

**FILED****Designation and Acceptance of Registered Agent**

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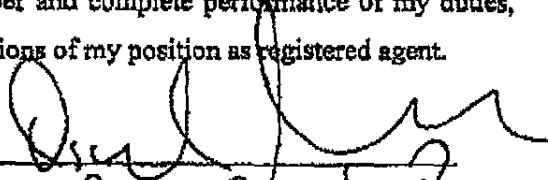
Pursuant to the provisions of Florida Statutes, the undersigned limited liability company organized under the laws of the State of Florida submits the following statement in designating the registered office/registered agent in the State of Florida.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. The name of the limited liability company is PORTOBELLO ESTATES, LLC
2. The name of the registered agent is OSCAR GRISALES-RACINI, ESQ.
3. The address of the registered agent/registered office is 1911 Harrison Street, Hollywood, Florida 33327.

**Acceptance**

Having been named as registered agent and designated to accept service of process for the above limited liability company, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provision 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.

  
By: Oscar Grisales-Racini, Esq.  
For the Company

Date: 7-25-05

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