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Michael Chalabel
Requestor's Name
1925 Brickell Ave D-207
Address
Miami, FL 33129
City State ZIP Phone
305-858-9180

VALIDATION ONLY

CORPORATION(S) NAME

IL Telaio, LLC

( ) Profit
( ) NonProfit ( ) Amendment ( ) Merger

( ) Foreign ( ) Dissolution ( ) Mark

( ) Limited Partnership ( ) Annual Report (X) Other LLC
( ) Reinstatement ( ) Reservation ( ) Change of Registered Agent

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ARTICLES OF ORGANIZATION
OF
IL TELAIO, LLC

ARTICLE I
NAME

The name of the Limited Liability Company shall be:

IL TELAIO, LLC

ARTICLE II
PRINCIPAL PLACE OF BUSINESS

The mailing address and street address of the principal office of the Limited Liability Company shall be located at 4300 Biscayne Boulevard, Ste. 205, Miami, Florida, 33137. This limited liability company shall have the power and authority to establish branch offices at any other places as the members may unanimously designate.

ARTICLE III
PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the State of Florida Statutes.

2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.

3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision or department, and to perform and carry out, assign, cancel, or rescind any such contracts.

5. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the

powers set forth in these Articles, either alone or in association with others incidental or pertinent to, or going out of, or connected with it business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

6. The several clauses contained in this statement of the general nature of the business or business to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, shall be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

7. Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE IV
EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business affairs of this limited liability company shall be managed under the direction of, the member(s) of this limited liability company, subject to the provisions set out in the Operating Agreement.

ARTICLE V
MANAGEMENT

This limited liability company is to be managed by the member(s). The initial members shall be:

PIER LUIGI ESPOSITI	4491 PRAIRIE AVENUE, MIAMI BEACH, FL 33140
RAFFAELE CAPOFERRO	4300 BISCAYNE BOULEVARD, STE. 205 MIAMI, FL 33137

ARTICLE VI
MEMBERSHIP RESTRICTIONS

The member(s) shall have the right to admit new members, according to the provisions set out in the Operating Agreement. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except as provided in the Operating Agreement.

ARTICLE VII
CAPITAL CONTRIBUTIONS

Capital contributions, as determined by the member(s) as set out in the Operating Agreement, will be made as required for investment purposes.

ARTICLE VIII
DURATION

This limited liability company shall exist from the date on which these Articles of Organization are filed with the Florida Department of State, until dissolved in a manner provided by law, or as provided in the Operating Agreement adopted by the member(s).

ARTICLE IX
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 4300 Biscayne Boulevard, Ste. 205, Miami, Florida 33137, and the name of the initial registered agent at that address is MICHAEL CHOLOBEL.

The undersigned, being the original member(s) or authorized representative thereof of this limited liability company, certify that this instrument constitutes the proposed Articles of Organization of IL TELAIO, LLC.

IN WITNESS WHEREOF, I have signed these Articles of Organization as an authorized representative of a member and acknowledged them to be my act this 9th day of August, 2005.

Signature of member/authorized representative

PIER LUIGI ESPOSITI

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

   IL TELAIO, LLC

2. The name and address of the registered agent and the street address of the limited liability company's registered office where the agent is located is:

   MICHAEL CHOLOBEL

   4300 BISCAYNE BOULEVARD, STE. 205

   MIAMI, FLORIDA 33137

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.

MICHAEL CHOLOBEL

08-09-2005
(Date)