

12/13/2005 06:35

Division of Corporations

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BELOFF & SCHWARTZ

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DIVISION OF CORPORATION

*Hells 12/14*  
**LIMITED LIABILITY COMPANY**

**M. S. PORTOFINO, LLC**

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$160.00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION OF****M. S. PORTOFINO, LLC**

The undersigned, desiring to form a limited liability company for the purposes set forth herein and in conformance with the Florida Limited Liability Company Act, does hereby establish the following:

1. **Name.** The name of the limited liability company is:

***M. S. PORTOFINO, LLC***

2. **Duration.** The period of duration of the limited liability company is perpetual unless sooner dissolved as provided by statute.
3. **Purpose.** This limited liability company is organized for the purpose of engaging in any lawful business in which a limited liability company may engage under Florida law.
4. **Principal Place of Business and Mailing Address.** The address of its principal place of business, as well as the mailing address for this limited liability company is:

***927 Lincoln Road, Suite 214  
Miami Beach, Florida 33139***

5. **Registered Agent and Office.** The name and address of its initial registered agent in the State of Florida, whose Consent to appointment as Registered Agent accompanies these Articles, is:

***Sam Herzberg  
927 Lincoln Road, Suite 214  
Miami Beach, Florida 33139***

6. **Initial Member.** The names of the initial member of the limited liability company and their addresses are as follows:

***Sam Herzberg  
927 Lincoln Road, Suite 214  
Miami Beach, Florida 33139***

7. **Admission of Additional Members.** Additional Members will be admitted only pursuant to the terms of the operating agreement to be entered into by the Members of the Company, or upon such other terms as are unanimously agreed to by all Members entitled to dividend upon dissolution or liquidation.

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8. **Additional Liability of Members.** Additional capital contributions of the Members may be required, but only upon the vote of a majority of Members pursuant to the terms of an operating agreement to be entered into between the Members of this limited liability company.
9. **Continuity.** The remaining Members of the limited liability company will have the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or occurrence of any other event which terminates the continued Membership of a Member in this limited liability company. The return of capital and the distribution of profits shall be determined from the limited liability company's books, as of the effective date of withdrawal, based on the provisions of the regulations, and paid as soon as practicable without diminishing the prospects of the limited liability company's ventures and subject to the limitations of Florida law.
10. **Management.** The business of the company shall be reserved to and conducted under the exclusive management of its Managing Member according to the provisions of an operating agreement to be entered into by the Members of the Company. This is a manager managed company.

Dated: December 12<sup>th</sup>, 2005

By: 

SAM HERZBERG, MEMBER

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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND RETISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

***M. S. PORTOFINO, LLC***

2. The name and the Florida street address of the registered agent are:

***Sam Herzberg  
927 Lincoln Road, Suite 214  
Miami Beach, Florida 33139***

*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.*

***SAM HERZBERG, REGISTERED AGENT***

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