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SEM

From: Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

FLORIDA/FOREIGN LIMITED LIABILITY COMPANY
PROFESIONE CASA, LLC.

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ARTICLES OF ORGANIZATION
OF
PROFESSIONE CASA, LLC.

THE UNDERSIGNED, FOR THE PURPOSE OF FORMING A LIMITED LIABILITY COMPANY UNDER THE FLORIDA LIMITED LIABILITY COMPANY ACT, F.S. CHAPTER 608, HEREBY MAKE, ACKNOWLEDGE, AND FILE THE FOLLOWING ARTICLES OF ORGANIZATION.

ARTICLE I-NAME

THE NAME OF THE LIMITED LIABILITY COMPANY SHALL BE PROFESSIONE CASA, LLC.A LIMITED LIABILITY COMPANY.

ARTICLE II-ADDRESS

(A) THE PRINCIPAL ADDRESS OF THE COMPANY SHALL BE:

3201 NE 183 ST # 2708
AVENTURA, FLORIDA 33160

(B) THE MAILING ADDRESS OF THE COMPANY SHALL BE:

3201 NE 183 ST # 2708
AVENTURA, FLORIDA 33160

ARTICLE III-DURATION

THE COMPANY SHALL COMMENCE ITS EXISTENCE ON JUNE 05, 2006. THE COMPANY'S EXISTENCES SHALL BE PERPETUAL UNLESS THE COMPANY IS EARLIER DISSOVED AS PROVIDED IN THESE ARTICLES OF ORGANIZATION.

CORDERO C.P.A. P.A
8025 N.W. 36 STREET
SUITE 302
DORAL, FLORIDA 33166

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE IV-REGISTERED OFFICE AND AGENT

THE NAME AND STREET ADDRESS OF THE REGISTERED AGENT OF THE ORGANIZATION IN THE STATE OF FLORIDA IS:

MASSIMO NICASTRO
3201 NE 183 ST # 2708
AVENTURA, FLORIDA 33160

ARTICLES V-CAPITAL CONTRIBUTIONS

THE MEMBERS OF THE COMPANY SHALL CONTRIBUTE TO THE CAPITAL OF THE COMPANY THE CASH OR PROPERTY SET FORTH IN AND DESCRIBED IN AND DESCRIBED IN THE LIMITED LIABILITY COMPANY OPERATING AGREEMENT ON FILE AT THE PRINCIPAL OFFICE OF THE COMPANY (THE "OPERATING AGREEMENT")

ARTICLE VI- ADDITIONAL CAPITAL CONTRIBUTIONS

EACH MEMBER SHALL MAKE ADDITIONAL CAPITAL CONTRIBUTIONS TO THE COMPANY ONLY ON THE CONSENT OF THE MEMBERS AS SET FORTH IN THE OPERATING AGREEMENT.

ARTICLE-VI ADMISSION OF NEW MEMBERS

NO ADDITIONAL MEMBERS SHALL BE ADMITTED TO THE COMPANY UNLESS DONE SO PURSUANT TO THE TERMS OF THE OPERATING AGREEMENT. A MEMBER MAY ONLY TRANSFER HIS OR HER INTEREST IN THE COMPANY AS SET FORTH IN THE REGULATIONS AND OPERATING AGREEMENT OF THE COMPANY.

ARTICLE VII-MANAGEMENT

THE COMPANY SHALL BE MANAGE BY A MANAGER OR MANAGERS IN ACCORDANCE WITH THE ARTICLES OF ORGANIZATION, THE OPERATING AGREEMENT, THE REGULATION ADOPTED BY THE MEMBERS FOR THE MANAGEMENT OF THE BUSINESS AND THE ORDINARY AND CUSTOMARY AFFAIRS OF THE COMPANY. THE REGULATIONS AND THE OPERATING AGREEMENT, IF ANY, SHALL DETERMINE THE MANNER IN WHICH SUCH THE MANAGER (S) ARE ELECTED AND APPOINTED, AND MAY CONTAIN ANY PROVISIONS FOR THE REGULATION AND MANAGEMENT OF THE AFFAIRS OF THE COMPANY NOT INCONSISTENT WITH THE LAW OR THESE ARTICLES OF ORGANIZATION. THE NAME AND ADDRESS OF THE INITIAL MANAGER OF THE COMPANY IS:

MASSIMO NICASTRO MANAGER
3201 NE 183 ST
AVENTURA, FLORIDA 33160

ALESSANDRA BASTIANUTTO MANAGER
SAN POLO 2598
VENEZIA, ITALY 33125

ARTICLES IX-TERMINATION OF EXISTENCE

THE COMPANY SHALL BE DISSOLVED ON THE DEATH, BANKRUPTCY, OR DISSOLUTION OF A MEMBER, OR ON THE OCCURRENCE OF ANY OTHER EVENT THAT TERMINATES THE CONTINUED MEMBERSHIP OF A MEMBER IN THE COMPANY, UNLESS THE BUSINESS OF THE COMPANY IS CONTINUED BY THE CONSENT OF ALL THE REMAINING MEMBERS.

ARTICLES X-INDEMNIFICATION

THE COMPANY SHALL INDEMNIFY EACH MEMBER, MANAGER AND ORGANIZER OF THE COMPANY AGAINST ANY AND ALL LIABILITY AND EXPENSES INCURRED BY HIM IN CONNECTION WITH OR ARISING OUT OF ANY ACTION, SUIT OR PROCESING IN WHICH HE MAY BE INVOLVED, BY REASON OF HIS BEING OR HAVING BEEN A MEMBER, MANAGER AND/OR ORGANIZAR OF THE COMPANY TO THE FULL EXTENT PERMITTED BY THE LAWS OF THE STATE OF FLORIDA.

IN WINTNEES WHEREOF, THE UNDERSIGNED HAS MADE AND SUBSCRIBED THESE ARTICLES OF ORGANIZATION AT MIAMI, FLORIDA, ON THIS 22th DAY OF SEPTEMBER, 2006.

Massimo Nicastro
MASSIMO NICASTRO
3201 NE 183 ST
AVENTURA, FLORIDA 33160

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ACKNOWLEDGMENT OF APPOINTMENT BY REGISTERED AGENT

HAVING BEEN NAMED THE REGISTERED AGENT FOR THE ABOVE CORPORATIONS AT THE PLACE DESIGNATED IN THE FOREGOING ARTICLES OF ORGANIZATION, I HEREBY ACCEPT THE SAME AND AGREE TO ACT IN THIS CAPACITY, AND AGREE TO COMPLY WITH THE PROVISIONS OF FLORIDA LAW RELATIVE TO KEEPING THE REGISTERED OFFICE OPEN.

Massimo Nicastro
MASSIMO NICASTRO

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