

Division of Corporations

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**Florida Department of State**

**Division of Corporations**

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**SEPHIRA TRADING, LLC**

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**ARTICLES OF ORGANIZATION  
OF  
SEPHIRA TRADING, LLC**

The undersigned, being a duly authorized representative of a member, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

**ARTICLE I**

**NAME**

The name of the limited liability company is SEPHIRA TRADING, LLC (the "Company").

**ARTICLE II**

**ADDRESS**

The principal office mailing address of the Company is:

3107 Stirling Road, Suite 107  
Ft. Lauderdale, FL 33312

The mailing address of the Company is:

701 Brickell Avenue, Suite 3000  
Miami, FL 33131

**ARTICLE III**

**REGISTERED AGENT AND OFFICE**

The Company designates 701 Brickell Avenue, Suite 3000, Miami, Florida 33131 as the street address of the initial registered office of the Company and names Intrastate Registered Agent Corporation as the Company's initial registered agent at that address to accept service of process within this state.

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#### **ARTICLE IV**

##### **MANAGEMENT**

The Company shall be conducted, carried on, and managed by at least one (1) Manager. The Manager(s) shall also have the rights and responsibilities described in the Operating Agreement of the Company. The Manager(s) shall serve in such capacity until their successor(s) are duly elected and qualified.

#### **ARTICLE V**

##### **MANAGERS**

The names and addresses of the initial Managers of the Company are:

Luca Minna  
3107 Stirling Road  
Ft. Lauderdale, FL 33312

Michael Blitzer  
3107 Stirling Road  
Ft. Lauderdale, FL 33312

#### **ARTICLE VI**

##### **DURATION AND CONTINUATION**

The period of the Company's duration shall commence with the filing of these Articles of Organization with the Secretary of State, and shall continue perpetually, unless terminated (i) in accordance with the Company's Operating Agreement, or (ii) by the written agreement of a majority of ownership interest.

#### **ARTICLE VII**

##### **PURPOSE**

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

#### **ARTICLE VIII**

##### **ADDITIONAL MEMBERS**

Additional Members may be admitted upon the approval of a majority of the ownership interest of the Company, upon the written application of such new Member, in the manner set forth in the Operating Agreement of the Company.

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**ARTICLE IX**

**OPERATING AGREEMENT**

The power to adopt, alter, amend, or repeal the Operating Agreement of the Company shall be vested in the Members of the Company in the manner set forth in the Operating Agreement of the Company.

The undersigned hereby executes these Articles of Organization on this 24<sup>th</sup> day of April, 2007.



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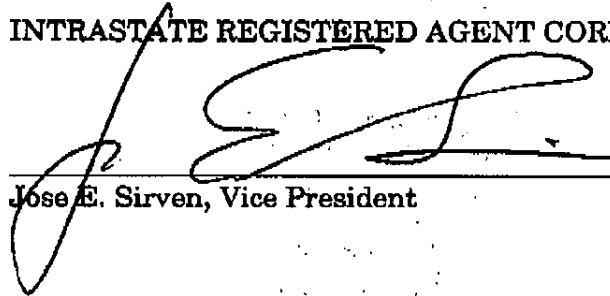
Marco Ferri,  
Duly Authorized Representative of the  
Member(s)

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### ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for ORO FLORIDA, LLC, to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and acknowledge that the undersigned is familiar with, and accepts, the obligations of such position on this 24<sup>th</sup> day of April, 2007.

INTRASTATE REGISTERED AGENT CORPORATION



Jose E. Sirven, Vice President

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