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#### FLORIDA/FOREIGN LIMITED LIABILITY

1800 BAY ROAD LLC

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# ARTICLES OF ORGANIZATION OF 1800 BAY ROAD LLC

The undersigned hereby agree(s) to organize a limited liability company under the laws of the State of Florida, Chapter 608, with the following Articles of Organization.

ARTICLE I

The limited lability company name shall be:

#### 1800 BAY ROAD LLC

The compary shall exist in perpetuity from the date of filling unless terminated earlier per

Florida Statute 608.

ARTICLE III
PURPOSE

ARTICLE III
PURPOSE

The company purpose is to conduct all lawful business and it shall possess all powers now and hereafter conferred by the laws of the State of Florida and the United States upon company.

#### ARTICLE IV PRINCIPAL OFFICE

The post office address, street address, and mailing address of the principal office of the limited liability company is: 1800 Bay Road, Miami Beach, FL 33139 or at any other location that the Members choose to designate.

This document was prepared by: Douglas D. Stratton, Esquire Florida Bar No. 240966 407 Lincoln Road, Suite 2A, Miami Beach, Florida 33139 (305) 672-7772

#### ARTICLE V INITIAL REGISTERED AGENT

The initial Registered Agent of the company is: Douglas D. Stratton, Esquire, 407 Lincoln Road, Suite 2A, Miami Beach, Florida, 33139, and the street address of the registered office is: 407 Lincoln Road, Suite 2A, Miami Beach, Florida, 33139.

#### ARTICLE VI INITIAL BOARD OF MANAGERS

The business of the company shall be managed by an initial Board of Managers consisting of not fewer than one (1) person, the exact number to be determined from time to time in accordance with the by-laws. The name and address of the first Board of Managers who shall serve until the first annual meeting of the members or until their successors are elected and qualified shall be:

NAMES	ADDRESSES	LORIG	က် ထဲ
Antonio Gallo	10 Venetien Way, No. 1403	<b>→</b>	

Miami Beach, FL 33139

Pietro Vardeu 3174 Sheridan Avenue Miami Beach, FL 33139

Richard Kamerman 8 Partridge Drive Sag Harbor, NY 11963

# ARTICLE VII POWERS OF MANAGER(S)

The Manager(s) shall exercise all powers conferred by law.

ARTICLE VIII

INDEMNIFICATION

The company shall indemnify any and all of its managers or officers against losses and expenses actually and necessarily incurred by them in connection with the defense of any sult which they are parties to by reason of their acts while in their company capacity.

# ARTICLE IX AMENDMENTS

The company reserves the right to amend, after, change or repeal any or all provisions of the Articles of Organization in the manner now or hereafter prescribed by Florida Statutes.

# ARTICLE X MEMBERS

There are at least one Member of this company. The names and addresses of the initial Member of the company is as follows:

<u>NAMES</u>	ADDRESSES	
Pietro Vardeu	3174 Sheridan Avenue Miami Beach, FL 33139	
Antonio Gallo	10 Venetian Way, No. 1403 Miami Beach, FL 33139	F J 2001 JUH SECREN TALLAHA
Richard Kamerman	8 Partridge Drive Sag Harbor, NY 11963	SSEE.
Nathalie Maass	2419 North Meridian Avenue Miami Beach, Florida 33140	A 8: 57 A 8: 57 F STATE FLORIDA
Carla Luisa Cummings	2323 W. El Begundo Blvd. Los Angeles, CA 90250	

### ARTICLE XI ADDITIONAL CONTRIBUTIONS TO CAPITAL

Should all Members agree at a regular or special meeting of Members of this limited liability company that additional capital is needed then, in that event, it shall be contributed by all members within a reasonable time as determined at the meeting.

### ARTICLE XII ADDITIONAL MEMBERS

Should all members agree at a regular or special meeting of the members of this limited liability company that additional members may be admitted, then additional members shall be admitted upon payment of cash or contribution of capital assets per the agreement of all members to accept the same.

# ARTICLE XIII CONTINUATION OF BUSINESS

Upon the death, retirement, resignation, expulsion, bankruptcy or the documence of any, other event which would terminate the continued membership of members in this limited liability company, the other members have the right to continue the business of the company as reconstituted without the departing members, pursuant to the terms and conditions as set forth in the company's by-laws.

ANTONIO GALLO

### STATE OF FLORIDA COUNTY OF MIAMI-DADE

BEFORE ME, the undersigned authority, personally appeared ANTONIO GALLO who produced for function for identification and who has taken an oath and who executed the foregoing Articles of Organization and he acknowledged before me that he executed the same for the purposes therein expressed.

NOTARY PUBLIC STATE OF FLORIDA

My Commission Expires:

# <u>ACKNOWLEDGMENT</u>

Having been named to accept service of process for the above stated limited liability company, at the place designated in these Articles of Organization, I hereby accept to act in this is capacity, and agree to comply with the provisions in Chapter 608, Florida Statutes, relative to keeping open said office.

Douglas D. Stratton, REGISTERED AGENT