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TALLAHASSEE, FLORIDA**FLORIDA/FOREIGN LIMITED LIABILITY CO.****LUPINI HOLDINGS LLC**

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**ARTICLES OF ORGANIZATION  
OF  
LUPINI HOLDINGS LLC**

*These Articles of Organization of a Limited Liability Company under Florida Statutes Chapter 608 are made and entered into as of the 14<sup>th</sup> day of January, 2008.*

**ARTICLE I**

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

**LUPINI HOLDINGS LLC**

**ARTICLE II**

**Duration:** The company shall have a duration of ninety nine (99) years from the date hereof, unless earlier terminated in accordance with Florida Statutes Chapter 608.

**ARTICLE III**

**Address:** The address of the company principal office and mailing address shall be:

**799 CRANDON BLVD #1508  
KEY BISCAYNE, FL 33149**

**ARTICLE IV**

**Register Agent and Address:** The name and address of the initial registrar agent is:

**MANUELA PINZANI  
799 CRANDON BLVD. #1508  
KEY BISCAYNE, FL 33149**

**ARTICLE V**

**New Members:** The members may admit new members upon agreement of the members upon terms determined hereafter by the members.

**ARTICLE VI**

**Continuation:** Upon occurrence of an event listed in Florida Statute 608.407 (1) (f), the then existing and/or non-bankrupt members may continue the business of the company, if all agree to do so.

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ARTICLE VII

Management: The company shall be managed by its designated managers until the first annual meeting of the members or until a successor is elected and qualifies. The designated managers names and address is as follows:

OPERATING MANAGER

MANUELA PINZANI

799 CRANDON BLVD. #1508  
KEY BISCAYNE, FL 33149

ARTICLE VIII

Powers: This company shall have powers listed in Florida Statute 608.404.

ARTICLE IX

Transferability: No member may transfer his, her or its interest in the company without the consent of the other members.

ARTICLE X

Regulations: The members shall have the power to adopt, alter, amend, or repeal regulations of the Company containing provisions for the regulations and management of the affairs of the company.

ARTICLE XI

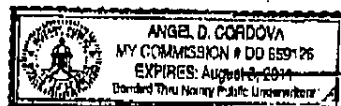
Arbitration: Dispute among members shall be settled by arbitration in Miami, Florida, pursuant to the rules and procedures of the American Arbitration Association.


The undersigned, being the initial subscriber of these Articles of Organization, for the purpose of forming a limited liability company, do make, subscribe, acknowledge, and file these Articles of Organization hereby declaring and certifying that the articles herein stated

  
MANUELA PINZANI  
MEMBER

I HEREBY CERTIFY on this day before me, appeared Manuela Pinzani who did take an oath and acknowledged that they executed these Articles of Organization for the purposes herein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on this 14<sup>th</sup> day of January, 2008.



  
ANGEL D. CORDOVA  
NOTARY PUBLIC, State of Florida

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TALLAHASSEE, FLORIDA

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

**PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE  
UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN  
DESIGNATION THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA**

1. The name of the limited liability company is:

**LUPINI HOLDINGS LLC**

2. The name and address of the registered agent and office is:

**MANUELA PINZANI  
799 CRANDON BLVD. #1508  
KEY BISCAYNE, FL 33149**

*Having been named as registered agent and to accept services 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.*

*Dated as of this 14<sup>th</sup> day of January, 2007.*

Signed by:

  
**MANUELA PINZANI  
REGISTERED AGENT**

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TALLAHASSEE, FLORIDA

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