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TALLAHASSEE, FLORIDA

FLORIDA/FOREIGN LIMITED LIABILITY CO.

brera group, l.l.c

| | |
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D. BRUCE

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ARTICLES OF ORGANIZATION

OF

BRERA GROUP, L.L.C.

The undersigned subscribing members to these Articles of Organization, hereby form a Limited Liability Company (L.L.C.) Under the laws of the State of Florida.

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ARTICLE I

NAME OF COMPANY

The name of this corporation shall be:

BRERA GROUP, L.L.C.

ARTICLE II

DURATION / CONTINUATION AND COMMENCEMENT OF EXISTENCE

This Limited Liability Company shall exist for (30) years from date of filing hereof unless sooner terminated as provided herein. Existence shall commence upon the date of subscription and acknowledgment thereof.

ARTICLE III

PURPOSE

This Limited Liability Company is organized for the purpose of transacting any and all lawful business authorized to Limited Liability Companies organized in Florida.

ARTICLE IV

PRINCIPAL OFFICE AND MAILING ADDRESS

The address of this Limited Liability Company's principal office is:

1784 West Avenue, Bay #2
Miami Beach, Florida 33139

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ARTICLE V

INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of this Limited Liability Company is Maurizio Pasi. The street address of the initial registered office of this Limited Liability Company in the State of Florida is 1784 West Avenue, Bay#2, Miami Beach, Florida 33139.

ARTICLE VI

CAPITAL

The initial capital of the Limited Liability Company is \$1,000, which shall be paid entirely in cash. There is no requirement or agreement for additional capital contributions.

ARTICLE VII

ADMISSION OF NEW MEMBERS

The admission of new Members shall be solely by unanimous agreement of the existing Members.

ARTICLE VIII

DISSOLUTION: WINDING UP: LIQUIDATION

- A. Dissolution. The Limited Liability Company shall be dissolved on the happening of any of the following events:
1. Termination of the term specified herein.
 2. Withdrawal, retirement, death or expulsion of any Member.
 3. Dissolution or bankruptcy of any Member who is entity.
 4. Agreement of the Members.
 5. Upon one (1) year prior written notice of demand for dissolution given by a Member.
- B. Right to Continue Business. The remaining Members of the Limited Liability Company shall have the right to continue the business upon dissolution of the Limited Liability Company, or occurrence of any other event which terminates the continued membership of a Member in the Limited Liability Company if there is the consent of all of the remaining Members.

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ARTICLE IX

MANAGEMENT

The Limited Liability Company shall be managed by its members whose respective names and addresses are listed below:

| | |
|-----------------|--|
| Maurizio Pasi | 1330 West Avenue, Suite 1202, Miami Beach, FL 33139 |
| Umberto Cipolla | 1784 West Avenue, Suite #2, Miami Beach, Florida 33139 |

ARTICLE X

RESTRICTION OF TRANSFER

No Member may transfer or assign his interest in the Limited Liability Company except upon unanimous consent of the existing members.

ARTICLE XI

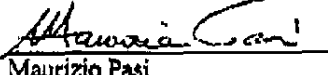
AMENDMENT OF REGULATIONS

The power to adopt, alter, amend, or repeal the Regulations of this Limited Liability Company shall be vested in the Members of the Company.

ARTICLE XII

ORGANIZER AND MEMBERS

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Articles of Organization this 15th day of August, 2008.


Maurizio Pasi
President and Organizer
1330 West Avenue, Suite 1202
Miami Beach, Florida 33139

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In compliance with Section 48,091, Florida Statutes, the Following is submitted:

First, that **BRERA GROUP, L.L.C.** desiring to organize or qualify under the laws of the State of Florida, with its principal place of business, as indicated in the Articles of Organization at the city of Miami, State of Florida, has named **Maurizio Pasi**, 1330 West Avenue, Suite 1202, Miami Beach, State of Florida, as its agent to accept service of process within Florida.

SIGNATURE: Maurizio Pasi
Maurizio Pasi
(Subscriber- Member)

DATE: AUG 20th 2008

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

SIGNATURE: Maurizio Pasi
Maurizio Pasi, Resident Agent

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