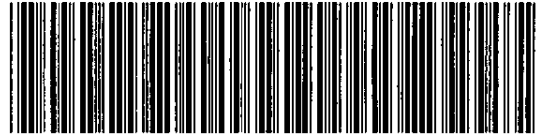


L08000093008



400135974514

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

Certified Copies Certificates of Status

09/17/08--01038--001 **78.75

FILED
2008 SEP 30 P 1:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Special Instructions to Filing Office:

A. LUNT

OCT - 1 2008

EXAMINER

W08-43144

09/30/08--01003--020 **76.25

Office Use Only

LAW OFFICES OF
LUDOVICI & LUDOVICI
Attorneys at Law
A Professional Association
Established 1959

Philip F. Ludovici, Esq.
Edward P. Ludovici, Esq.
Susan M. Ludovici, Esq.
Michelle C. Fraga, Esq.

17415 S. Dixie Highway
(Southbound U.S.1)
Palmetto Bay, FL 33157-5491
Telephone 305-235-2161
Fax 305-235-2250

Of Counsel
Lorena Hart Ludovici, Esq.

September 12, 2008

Florida Department of State
2661 Executive Center Circle
Tallahassee, Florida 32301

Re: Articles of Incorporation

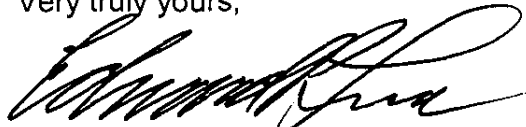
Dear Gentlemen:

Enclosed are the original and a duplicate copy of the Articles of Incorporation of this proposed corporation.

The duplicate copy has been subscribed and acknowledged by the subscribers in the same manner as the original. Please endorse your approval of the Articles of Incorporation on the duplicate copy, certify, and return to this office in the enclosed envelope.

A check in the amount of \$78.75 is enclosed payable to the Department of State, to cover the fees for this service. *

Very truly yours,



EDWARD P. LUDOVICI

EPL:jc

Enclosures



FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 18, 2008

LAW OFFICES OF LUDOVICI & LUDOVICI
17415 S. DIXIE HIGHWAY
(SOUTHBOUND U.S. 1)
PALMETTO BAY, FL 33157-5491

SUBJECT: RETALCO ONE, LLC
Ref. Number: W08000043444

We have received your document for RETALCO ONE, LLC and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

The fees to file a Florida Limited Liability Company or register a Foreign Limited Liability Company are as follows: \$100 filing fee; and \$25 registered agent designation fee. Please include an additional \$30 for each certified copy requested (optional) and \$5.00 for each certificate of status requested (optional).

There is a balance due of \$76.25.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6094.

Agnes Lunt
Regulatory Specialist II

Letter Number: 008A00050690

ARTICLES OF ORGANIZATION

OF

RETALCO ONE, LLC.

FILED
2000 SEP 30 P 1:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Organization, each a natural person competent to contract, hereby form a Limited Liability Company under the laws of the State of Florida.

ARTICLE I - NAME

The name of this Limited Liability Company is RETALCO ONE, LLC .

ARTICLE II - NATURE OF BUSINESS

The general nature of business to be transacted by this Limited Liability Company shall be to manufacture, purchase, or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services, of every class, kind, and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone, or cemetery company, a building and loan association, mutual fire insurance association, fraternal benefit society, cooperative association, state fair or exposition. The Limited Liability Company may carry on any lawful business necessary or incidental to the attainment of the objectives of the Limited Liability Company.

ARTICLE III - POWERS

The powers herein granted to the Limited Liability Company shall not be construed as any limitation upon the powers of the Limited Liability Company but shall be in addition

to the powers conferred by law. The Limited Liability Company shall have the power to do the following:

1. To invest its funds in real estate, mortgages, stock, bonds or any other type of investment and to own or lease real or personal property necessary for or incidental to the rendering of professional services;

2. To sue and to be sued and appear and defend all acts and proceedings in its Limited Liability Company name to the same extent as a natural person;

3. To adopt and use a common Limited Liability Company seal and alter the same;

4. To appoint such officers, agents, and employees as its affairs shall require and allow them suitable compensation;

5. To make and enter into all contracts necessary and proper for the conduct of its business;

6. To purchase the assets of any other Limited Liability Company, Corporation or other entity;

7. To take, hold, sell, and convey such property as may be necessary in order to obtain or secure payment of any indebtedness or liability to it;

8. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise dispose of the shares of the capital stock or any bonds or other evidences of indebtedness created by any other corporation of this State or any other State or Government; while owner of such stock to exercise all the rights, powers, and privileges of ownership, including the right to vote such stock;

9. To contract debts and borrow money at such rates of interest not to exceed

the lawful interest rate and upon such terms as it may deem necessary or expedient and shall authorize or agree upon. Issue and sell or pledge bonds, debentures, notes, and other evidence of indebtedness whether secured or unsecured, and execute such mortgages or other instruments or encumbrances upon its property or credit to secure the payment of money borrowed or owing by it, as occasion may require. To transfer property of every kind and nature belonging to the Limited Liability Company, as security for the payment of any bonds, notes, debts, or other evidence of indebtedness of the Limited Liability Company.

ARTICLE IV - TERM OF EXISTENCE

This Limited Liability Company is to exist perpetually.

ARTICLE V - ADDRESS

The initial street address of the principal office of this Limited Liability Company shall be 522 San Esteban Avenue, Coral Gables FI 33146.

ARTICLE VI – MANAGING MEMBERS

This Limited Liability Company shall have Two (2) Managing Member initially. The number of Managing Members may be increased or diminished from time to time.

ARTICLE VII - INITIAL MANAGING MEMBERS

The name and street addresses of the initial Managing Members is as follows:

<u>NAME</u>	<u>ADDRESS</u>
John A Talamas	522 San Esteban Avenue, Coral Gables, FI. 33146
James E. Talamas	522 San Esteban Avenue, Coral Gables, FI. 33146

ARTICLE XIII - INITIAL INVESTORS

The name and street addresses of the initial Investors is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>INTEREST</u>
Julia Talamas	522 San Esteban Avenue, Coral Gables, Fl. 33146	80%
John A Talamas	522 San Esteban Avenue, Coral Gables, Fl. 33146	4%
James E. Talamas	522 San Esteban Avenue, Coral Gables, Fl. 33146	4%
William J. Talamas	522 San Esteban Avenue, Coral Gables, Fl. 33146	4%
Diana Y. Talamas	522 San Esteban Avenue, Coral Gables, Fl. 33146	4%
Wayne J. Talamas	522 San Esteban Avenue, Coral Gables, Fl. 33146	4%

ARTICLE XIV - REGISTERED AGENT

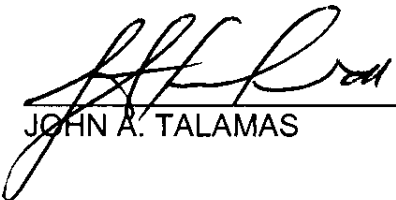
The registered agent of this Limited Liability Company to accept service of process within this state shall be JOHN A. TALAMAS at 522 San Esteban Avenue, Coral Gables, Fl. 33146.

ARTICLE XV - AMENDMENT

These Articles of Organization may be amended in a manner provided by law. Every amendment shall be approved by FIFTY ONE PERCENT (51%) of the voting Managing Members, unless all Managing Members sign a written statement manifesting their intention that a certain amendment of these Articles of Organization be made.

SIGNATURES ON PAGE 5

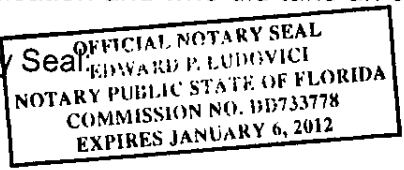
IN WITNESS WHEREOF, I have hereunto set my hand and seal this 11TH day of September, 2008.

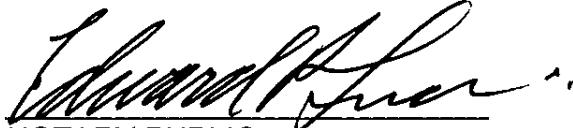


JOHN A. TALAMAS

STATE OF FLORIDA)
) SS
COUNTY OF MIAMI-DADE)

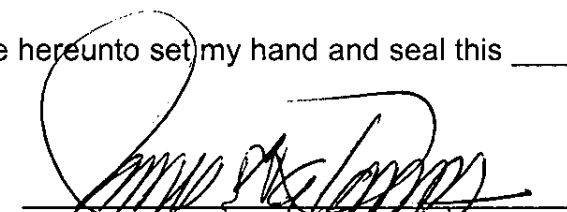
The foregoing instrument was acknowledged before me the 11TH day of September, 2008 by JOHN A. TALAMAS, who () is personally know to me or () who has produced a Florida Driver's License or _____ as identification and who did take an oath.

Notary Seal: 
OFFICIAL NOTARY SEAL
EDWARD P. LUDOVICI
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. DD733778
EXPIRES JANUARY 6, 2012



NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

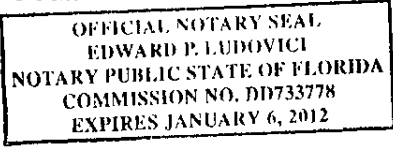
IN WITNESS WHEREOF, I have hereunto set my hand and seal this ____ day of September, 2008.



JAMES E. TALAMAS

STATE OF FLORIDA)
) SS
COUNTY OF MIAMI-DADE)

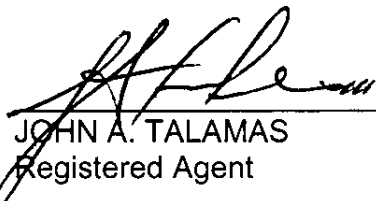
The foregoing instrument was acknowledged before me the 11TH day of September, 2008 by JAMES E. TALAMAS, who () is personally know to me or () who has produced a Florida Driver's License or _____ as identification and who did take an oath.

Notary Seal: 
OFFICIAL NOTARY SEAL
EDWARD P. LUDOVICI
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. DD733778
EXPIRES JANUARY 6, 2012



NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

Having been named to accept service of process for the above stated Limited Liability Company, at the place set forth in this certificate, I hereby accept said designation and agree to comply with the provisions of said Act relative to keeping open said office.



JOHN A. TALAMAS
Registered Agent