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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850)617-6383

From:

Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (561)694-8107
Fax Number : (561)694-1639

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA/FOREIGN LIMITED LIABILITY CO.

Royal Palace Arcade of Venice, LLC

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M. THOMAS

EXAMINER

February 2, 2009

CORPORATE CREATIONS INTERNATIONAL INC.

SUBJECT: ROYAL PALACE ARCADE, LLC
REF: W09000004805

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Section 608.406, Florida Statutes, was amended effective July 1, 2007, to require the name of a limited liability company to be distinguishable from the names of all other filings filed with the Division of Corporations, except for fictitious name registrations and general partnership registrations.

Please select a new name and make the correction in all the appropriate places. One or more words may be added to make the name distinguishable from the one presently on file. Adding of Florida or Florida to the end of the name is not acceptable. A search for name availability can be made on the Internet through the Division's records at www.sunbiz.org.

Please note the name of a limited liability company must end with the words Limited Liability Company, the abbreviation L.L.C., or the designation LLC. The word Limited may be abbreviated as Ltd. and the word Company may be abbreviated as Co. The following suffixes are no longer acceptable: Limited Company, L.C., and LC.

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) 245-6097.

Marsha Thomas

FAX Aud. #: H09000022543

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Florida Dept of State

Regulatory Specialist II

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ARTICLES OF ORGANIZATION

Article I. Name

The name of this Florida limited liability company is:
Royal Palace Arcade of Venice, LLC

Article II. Address

The street and mailing address of the Company's initial principal office is:
Royal Palace Arcade of Venice, LLC
1553 Forand Circle
Port Charlotte FL 33953

Article III. Registered Agent

The name and street address of the Company's registered agent is:
Michael Chiantella, Esq.
209 Nassau Street, Suite 101
Venice FL 34285

Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Michael Chiantella, Esq. | FL Bar Member 0681229
Michael A. Chiantella, P.A.
209 Nassau Street, Suite 101
Venice FL 34285

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Article V. Distribution of Profits

Unless otherwise provided in the Company's Operating Agreement, there shall not be any distribution of profits unless each separate distribution is approved by the affirmative vote of members who own more than 50% of the voting interest in the Company. The voting members shall have complete discretion on when and if to approve any distribution of profits.

Article VI. Management

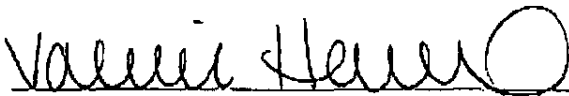
This will be a manager-managed company. The name and address of each manager is:

JULIO BAGIARDI
1553 Forand Circle
Port Charlotte FL 33953
JOHN GREGORY
1553 Forand Circle
Port Charlotte FL 33953

Article VII. Company Existence

The Company's existence shall begin effective as of January 30, 2009.

The undersigned authorized representative of a member executed these Articles of Organization on February 2, 2009.



MICHAEL CHIANTELLA, ESQ.
by Valerie Hawk as attorney-in-fact

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Michael Chiantella, Esq. | FL Bar Member 0681229
Michael A. Chiantella, P.A.
209 Nassau Street, Suite 101
Venice FL 34285

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STATEMENT OF REGISTERED AGENT

LIMITED LIABILITY COMPANY:

Royal Palace Arcade of Venice, LLC

REGISTERED AGENT/OFFICE:

Michael Chiantella, Esq.
209 Nassau Street, Suite 101
Venice FL 34285
UNITED STATES

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



MICHAEL CHIANTELLA, ESQ.
by Valerie Hawk as attorney-in-fact

Date: January 30, 2009.

Michael Chiantella, Esq. | FL Bar Member 0681229
Michael A. Chiantella, P.A.
209 Nassau Street, Suite 101
Venice FL 34285