

L09000022287

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H09000052370 3))



H090000523703AUC

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

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

From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

FILED
2009 MAR -6 AM 7:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA/FOREIGN LIMITED LIABILITY CO.

m & a venetian llc

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$155.00

C. LEWIS

MAR - 9 2009

EXAMINER

Electronic Filing Menu

Corporate Filing Menu

Help

RECEIVED

09 MAR -6 AM 6:34

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

2009 MAR -6 AM 7:40

**M & A VENETIAN LLC
ARTICLES OF ORGANIZATION FOR FLORIDA
LIMITED LIABILITY COMPANY**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the Limited Liability Company is M & A VENETIAN LLC.

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is:

1260 NW 72 AVENUE
MIAMI, FL 33126-1919

ARTICLE III MANAGEMENT

The Limited Liability Company is to be managed by the following persons whose names and addresses are:

JULIO C. CAPO
1260 NW 72 AVENUE
MIAMI, FL 33126-1919

JESUS R. CAPO
1260 NW 72 AVENUE
MIAMI, FL 33126-1919

ARTICLE IV- MEMBERS RIGHTS TO CONTINUE BUSINESS

The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company shall by unanimous consent of all the members.

ARTICLE V - ADMISSION OF ADDITIONAL MEMBERS

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall by unanimous consent of the members.

M & A VENETIAN LLC

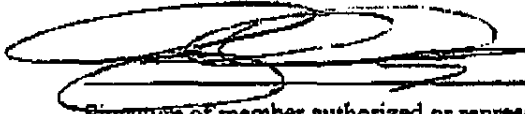
FILED

2009 MAR -6 AM 7:41

ARTICLE VI - DURATION

The period of duration for the Limited Liability Company shall be until February 20, 2068.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Signature of member authorized or representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

NAME: JULIO C. CAPO

M & A VENETIAN LLC

H09000052370

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

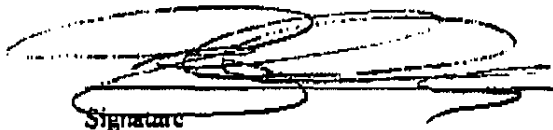
PURSUANT TO THE PROVISIONS OF CHAPTER 608, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is M & A VENETIAN LLC
2. The name and address of the registered agent and office is:

JULIO C. CAPO
1260 NW 72 AVENUE
MIAMI, FL 33126-1919

FILED
2009 MAR -6 AM 7:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service 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.


Signature

02-11-09

Date

C:\Old HD\My Documents\AA HARLEY'S clients\Capo\Capo TOT\ARTICLES OF ORGANIZATION M & A LLC.doc

M & A VENETIAN LLC H09000052370