

Aug 13 2009 11:47AM  
Division of Corporations

**L09000078030**

Florida Department of State  
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To:

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

Effective Date 08/13/09

From:

Account Name : EXECUTIVE CORPORATE FILING, INC.  
Account Number : 120070000059  
Phone : (305)670-3110  
Fax Number : (305)665-1078

**FLORIDA/FOREIGN LIMITED LIABILITY CO.**

**MIAVENUE 1411, LLC.**

Certificate of Status	1
Certified Copy	0
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**J. BRYAN**

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**EXAMINER**

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**ARTICLES OF ORGANIZATION  
OF  
MIAVENUE 1411, LLC.**

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The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a Limited Liability Company under the laws of the State of Florida do set forth the following:

**ARTICLE I- NAME AND ADDRESS**

The name of the Limited Liability Company is:

**MIAVENUE 1411, LLC.**

Effective Date **08/13/09**

**ARTICLE II- Address**

The principal place of business address shall be:

**2100 Ponce de Leon Blvd Ste 1175  
Coral Gables, FL 33134**

The business mailing address of the Limited Liability Company is:

**2100 Ponce de Leon Blvd Ste 1175  
Coral Gables, FL 33134**

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

Pursuant to the provisions of section 608.415, Florida statutes, the undersigned Limited Liability Company submits the following statement in designating the registered office/registered agent, in the State of Florida.

**ARTICLE III - REGISTER AGENT, REGISTERED OFFICE, &  
REGISTERED AGENT'S SIGNATURE**

The name and Florida Street address of the registered agent is:

**EDMUNDO JORGE GUGLIOTTA**  
**2100 Ponce de Leon Blvd Ste 1175**  
**Coral Gables, FL 33134**

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.

IN WITNESS WHEREOF, the undersigned subscriber(s) acknowledged and filed the foregoing Articles of Organization under the laws of the State of Florida, this 13<sup>th</sup> day of August, 2009.

  
\_\_\_\_\_  
**EDMUNDO JORGE GUGLIOTTA**  
Register Agent

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**ARTICLE IV - MANAGER(S) MGR or Managing Member(s) MGRM:**

The company is to be manager managed. The company shall be managed in accordance with the regulations agreed to and adopted by its members. The initial managers of the company are identified below, and are authorized to act on behalf of the company, including the execution of all contracts, deeds, mortgages, leases, and any other instruments necessary to accomplish the purpose of the company.

**Transferability of Membership Interest**

No members shall have the right to assign their membership interest in the company without the written agreement of all the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interest, 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.

Title: **Managing Member**  
EUROMODE USA, LLC - 99%  
2100 Ponce de Leon Blvd Ste 1175  
Coral Gables, FL 33134

Title: **Managing Member**  
Edmundo Jorge Gugliotta-1%  
2100 Ponce de Leon Blvd Ste 1175  
Coral Gables, FL 33134

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**ARTICLE V - Effective Date**

The effective date for this Limited Liability Company shall be: 08/13/2009

REQUIRED SIGNATURE:

Signature of member or an authorized representative of a member

Edmundo J. Gugliotta

Typed or printed name of signee