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(Business Entity Name)

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OCT 29 2009

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2009 OCT 28 PM 2:02

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# THOMAS J. GALLO, ATTORNEY, P.A.

ESTATE PLANNING - REAL ESTATE - PROBATE - WILLS - TRUSTS - GUARDIANSHIP

October 15th, 2009

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
P.O. BOX 6327  
TALLAHASSEE, FL 32314

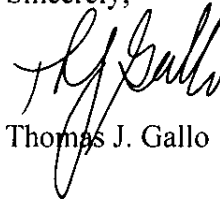
RE: ARTICLES OF ORGANIZATION:  
RIE 3, LLC

Dear Sirs,

Enclosed please find an original and one copy of the Articles of Organization for the above referenced Limited Liability Company and my trust account check in the amount of One Hundred Twenty-Five Dollars (\$125.00), representing the required filing fee. I would respectfully ask that you return the Certificate, and other appropriate documents, to the address listed below, upon approval. I have enclosed a stamped self-addressed envelope for that purpose.

Thank you for your cooperation in this matter. Please do not hesitate to contact my office (813) 661-5180 if there are any questions.

Sincerely,



Thomas J. Gallo

TJG/jeo  
Enclosure



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

October 20, 2009

THOMAS J. GALLO, ATTORNEY, P.A.  
1418 BLOOMINGDALE AVE.  
VALRICO, FL 33596

SUBJECT: RIE 3, LLC  
Ref. Number: W09000046671

We have received your document for RIE 3, LLC and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The Florida Statutes require an entity to designate a street address for its *principal office address*. A *post office box* is not acceptable for the *principal office address*. The entity may, however, designate a separate mailing address. The mailing address may be a post office box.

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: 809A00033481

# THOMAS J. GALLO, ATTORNEY, P.A.

ESTATE PLANNING - REAL ESTATE - PROBATE - WILLS - TRUSTS - GUARDIANSHIP

October 26th, 2009

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
P.O. BOX 6327  
TALLAHASSEE, FL 32314

RE: ARTICLES OF ORGANIZATION:  
RIE 3, LLC

Dear Sirs,

I am in receipt of your October 20 letter, a copy of which is enclosed, concerning the above referenced LLC.

I have enclosed the corrected Articles of Organization, concerning the proper street address for the principal office of the LLC. If all the documents are in order, please issue the appropriate certificates signifying the filing of the LLC. I have enclosed a stamped self-addressed envelope for that purpose.

Thank you for your cooperation and assistance in this matter. Please do not hesitate to contact my office (813) 661-5180 if there are any questions.

Sincerely,

  
Thomas J. Gallo

TJG/jeo  
Enclosure

**ARTICLES OF ORGANIZATION**  
**OF**  
**RIE 3, LLC**

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2009 OCT 28 PM 2:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**

**Name and Principal Place of Business**

The name of this limited liability company is RIE 3, LLC; the physical address of its principal office is 1501 Williams Rd., Plant City, Florida 33565, and its mailing address is P.O. Box 3414, Plant City, Florida 33563.

**ARTICLE II**

**Purposes**

This limited liability company is organized for the purpose of Real Estate Investment and shall have the power to engage in any activity or business authorized under the Florida Statutes and, in general, to carry on any and all incidental business, to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.

**ARTICLE III**

**Management and Exercise of Powers**

Management of this limited liability company is reserved to the members. The names and addresses of the initial managing members are as follows:

Nicolas A. Ciccarello.  
1009 Half Mile Rd.  
Plant City, FL 33566

Sherri D. Ciccarello  
1009 Half Mile Rd.  
Plant City, FL 33566

The powers of this limited liability company shall be exercised by or under the authority of, and the business and affairs shall be managed under, the direction of the members of this limited liability company.

This Article may be amended from time to time in accordance with the regulations of this limited liability company by majority vote of the members.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE IV**  
**Duration**

Except as provided below, this limited liability company shall exist in perpetuity or until dissolved in a manner provided by law or as provided in the regulations adopted by the members.

Upon the death, bankruptcy or dissolution of a member, or upon the occurrence of any other event which terminates the continued membership of a member in this limited liability company, this limited liability company shall be dissolved except upon consent of all remaining members.

**ARTICLE V**  
**Membership**

Except as provided otherwise in any applicable Members Agreement, new members of this limited liability company may only be admitted upon unanimous consent. Contributions required of new members shall be determined as of the time of admission to this limited liability company.

Except as provided otherwise in any applicable Members Agreement, a member's interest in this limited liability company may not be sold, assigned, transferred, or conveyed without unanimous written consent of all members, and an assignee of an interest in this limited liability company may become a member only upon consent of all existing members.

**ARTICLE VI**  
**Capital Contributions**

Initial capital contributions valued in the amount of Five Hundred and no/100ths Dollars (\$500.00) shall be paid to this limited liability company by the members. Additional contributions will be made as required and as determined by unanimous consent of the members and will be made in such proportionate amounts as to maintain the capital accounts in the same proportion as arose from the original contribution set forth above.

**ARTICLE VII**  
**Profits and Losses**

- A. **Profits.** After payment of the expenses of this limited liability company, each member shall be entitled to a distributive share of the profits of this limited liability company in accordance with an agreed upon formula or, in the absence of such formula, in proportion to each members' then outstanding contributed and not returned capital. The distributive share of the profits shall be determined and paid to the members by December 31<sup>st</sup> of each year.
- B. **Losses.** Any losses which occur in the operation of this limited liability company shall be paid from the profits and capital of this limited liability company or, if the profits and capital

are not sufficient to pay for these losses, by the members in proportion to their capital accounts.

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CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA

**ARTICLE VIII**  
**Initial Registered Office and Registered Agent**

The street address of the initial registered office of this limited liability company is 1065 Half Mile Road, Florida 33566, and the name of the initial registered agent of this limited liability company at that address is Nicolas Ciccarello.

**ARTICLE IX**  
**Amendments**

This limited liability company reserves the right to amend or repeal any provision contained in this Articles of Organization or any amendment thereto upon the affirmative vote of the members representing a majority of then outstanding contributed and not returned capital of this limited liability company.

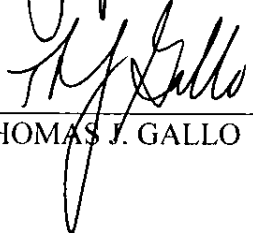
**IN WITNESS WHEREOF**, the undersigned, being the original members of this limited liability company, certifies that this instrument constitutes the Articles of Organization of RIE 3, LLC

Executed this 15 day of October, 2009.

*Signed sealed and delivered in the presence of:*

*Witnesses:*

  
\_\_\_\_\_  
JAYNE E. O'BRIEN

  
\_\_\_\_\_  
THOMAS J. GALLO

  
\_\_\_\_\_  
NICOLAS A. CICCARELLO

  
\_\_\_\_\_  
SHERRI D. CICCARELLO

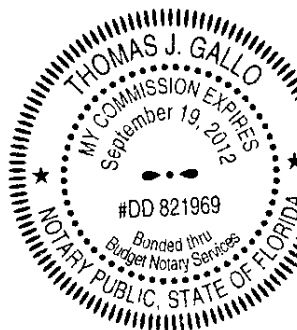
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2009 OCT 28 PM 2:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me on the 1<sup>st</sup> day of October, 2009, by NICOLAS A. CICCARELLO and SHERRI D. CICCARELLO, who have produced a Florida Driver's License as personal identification.



  
\_\_\_\_\_  
THOMAS J. GALLO  
Notary Public, State of Florida  
My Commission Expires: Sept. 19, 2012

ACKNOWLEDGMENT:

Having been named as registered agent of the foregoing RIE 3, LLC, I hereby accept and agree to act in this capacity and agree to comply with the laws of the State of Florida in all respects.

  
\_\_\_\_\_  
NICOLAS A. CICCARELLO