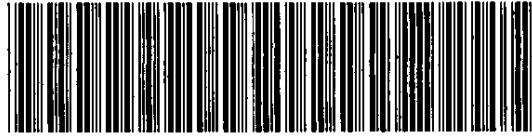


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J. BRYAN  
MAY 6 2010  
EXAMINER



Chandler R. Finley, Esq.\*  
Stefania Bologna, Esq.\*

Admitted To Practice: Florida Bar ♦ US Federal Court for the Southern District of Florida\*  
Member of American Immigration Lawyers Association\* ♦ American Bar Association\*  
National Italian American Bar Association ♦ International Bar Association\*

April 20, 2010

Via U.S. Express Mail

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

Re: COCOLITA, LLC

Dear Sir or Madam:

Enclosed herewith please find original executed Articles of Amendment to Articles of Organization for the above-mentioned company. Also enclosed please find our check in the amount of \$60.00 to cover your filing fee, certificate of status and a certified copy (additional copy enclosed).

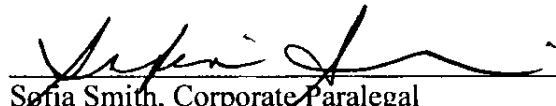
Please mail the certified copy and certificate of status to:

Stefania Bologna, Esq.  
Finley & Bologna International  
150 S.E. 2<sup>nd</sup> Avenue, Suite #1010  
Miami, Florida 33131

Should you have any questions please do not hesitate to contact our office.

Sincerely,

FINLEY & BOLOGNA INTERNATIONAL

  
Sofia Smith, Corporate Paralegal

Enclosures

REPLY TO:  Americas Center  
150 S.E. 2nd Avenue Suite 1010  
Miami, FL 33131  
Ph 305-379-7676  
Fax 305-379-2321

Mellon United National Bank Bldg.  
1645 Palm Beach Lakes Blvd. Suite 460  
West Palm Beach, FL 33401  
Ph 561-478-9930  
Fax 561-478-9945

Atrium Financial Center  
1515 N. Federal Hwy. Suite 300  
Boca Raton, FL 33432  
Ph 561-478-9930  
Fax 561-478-9945

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TALLAHASSEE, FLORIDA

APR 26 2010



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

April 22, 2010

SOFIA SMITH, CORPORATE PARALEGAL  
FINLEY & BOLOGNA INTERNATIONAL  
150 S.E. 2ND AVENUE, SUITE #1010  
MIAMI, FL 33131

SUBJECT: COCOLITA LLC  
Ref. Number: L10000025776

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We have received your document for COCOLITA LLC and your check(s) totaling \$60.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and street address must be consistent wherever it appears in your document.

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) 245-6043.

Joey Bryan  
Regulatory Specialist II

Letter Number: 810A00009969



Chandler R. Finley, Esq.\*  
Stefania Bologna, Esq.\*

Admitted To Practice: Florida Bar ♦ US Federal Court for the Southern District of Florida\*  
Member of American Immigration Lawyers Association\* ♦ American Bar Association\*  
National Italian American Bar Association ♦ International Bar Association\*

April 30, 2010

Via Express Mail

Joey Bryan  
Regulatory Specialist II  
Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RE: COCOLITA, LLC – Ref. No. L10000025776

Dear Mr. Bryan:

Pursuant to your correspondence of April 22, 2010, enclosed herewith please find the Articles of Amendment to the Articles of Organization for the above-mentioned company, with the corrected information.

Should you have any questions please do not hesitate to contact our office.

Sincerely,

FINLEY & BOLOGNA INTERNATIONAL

  
Sofia Smith, Corporate Paralegal

Enclosures

REPLY TO:  Americas Center  
150 S.E. 2nd Avenue Suite 1010  
Miami, FL 33131  
Ph 305-379-7676  
Fax 305-379-2321

Mellon United National Bank Bldg.  
1645 Palm Beach Lakes Blvd. Suite 460  
West Palm Beach, FL 33401  
Ph 561-478-9930  
Fax 561-478-9945  
FinleyBologna@aol.com

Atrium Financial Center  
1515 N. Federal Hwy. Suite 300  
Boca Raton, FL 33432  
Ph 561-478-9930  
Fax 561-478-9945

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF ORGANIZATION  
OF  
COCOLITA LLC**

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TALLAHASSEE, FLORIDA

The name of this company is COCOLITA LLC (the "Company")

Pursuant to the provisions of section 608.411, Florida Statutes, Articles of Organization of COCOLITA LLC, a Florida Limited Liability Company, are hereby amended as follows:

**ARTICLE I – NAME**

The name of the Limited Liability Company is COCOLITA, LLC

**ARTICLE II – ADDRESS**

The mailing address and the principal place of business of the Company is: 1560 Lenox Avenue, Suite 102, Miami Beach, Florida 33139.

**ARTICLE III – DURATION**

The Company shall commence its existence on the date these Articles of Organization are filed with the Florida Department of State. The Company's existence shall be perpetual, unless the Company is earlier dissolved as provided in these Articles of Organization.

**ARTICLE IV – PURPOSES AND POWERS**

The general purpose for which the Company is organized is to operate the business of COCOLITA, LLC, and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

**ARTICLE V – ADMISSION OF NEW MEMBERS**

No additional member shall be admitted to the Company except with the unanimous written consent of all the members of the Company and upon such terms and conditions as shall be determined by all the members. A member may transfer his or her interest as set forth in the operating agreement of the Company, but the transferee shall have no right to participate in the

management of the business and affairs of the Company or become a member, unless all the other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent. The existing members shall determine the amount and nature of contributions by new members at the time new members are admitted.

#### **ARTICLE VI – CONTINUATION OF BUSINESS**

The remaining members of the Company have the right 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 Company. The business may be continued only on the unanimous written consent of the remaining members; otherwise, the Company shall be dissolved.

#### **ARTICLE VII – MANAGEMENT**

The Company shall be managed by one manager or more managers and is, therefore, a manager-managed company. The initial managers will serve until the first annual meeting of the members. The name and address of the manager of the Company is:

<u>NAME</u>	<u>ADDRESS</u>
Stefano Soncini	c/o 1560 Lenox Avenue Suite 102 Miami Beach, Florida 33139

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TALLAHASSEE, FLORIDA

#### **ARTICLE VIII – REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Company is 150 S.E. 2<sup>nd</sup> Avenue, Suite #1010, Miami, Florida 33131, and the name of its initial registered agent at such address is Stefania Bologna, Esq.

#### **ARTICLE IX – INDEMNIFICATION**

This company shall indemnify any and all of its members, managers, directors, officers, employees or agents or former members, managers, directors, officers, employees or agents or any person or persons who may have served at its request as a member, manager, director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise to the full extent permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceedings, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or his legal representative may be made a party or may be threatened to be made a party, by reason of his being or having been a

director, officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any member, manager, director, officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

**CERTIFICATE OF DESIGNATION**  
**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 register office/registered agent, in the state of Florida.

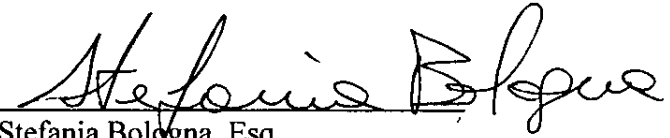
1. The name of the limited liability company is COCOLITA, LLC.
2. The name and address of the registered agent is as follows:

Stefania Bologna, Esq.  
150 S.E. 2<sup>nd</sup> Avenue, Suite #1010  
Miami, Florida 33131

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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.

Dated: 4/16/10

  
Stefania Bologna, Esq.  
Registered Agent

The foregoing amendment was approved by the Manager and Member of the Company, comprising the voting group of this Company by action dated April 16, 2010. The number of votes cast for the amendment by such voting group was sufficient for approval by the voting group.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment, this 16<sup>th</sup> day of April, 2010.

  
Stefano Sonenti, Manager