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**FLORIDA LIMITED LIABILITY CO.**

porto venere, llc

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**ARTICLES OF ORGANIZATION  
OF  
PORTO VENERE, LLC**

The undersigned, being a duly authorized representative of the members, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopts the following Articles of Organization:

**ARTICLE I**

**NAME**

The name of the limited liability company is PORTO VENERE, LLC (the "Company").

**ARTICLE II**

**ADDRESS**

The principal office and mailing address of the Company is: 1054 Chenille Circle, Weston, Florida 33327.

**ARTICLE III**

**REGISTERED AGENT AND OFFICE**

The Company designates 2999 N.E. 191<sup>st</sup> Street, Concorde Centre II, PH-8, Aventura, Florida 33180, as the street address of the initial registered office of the Company and names OSCAR GRISALES-RACINI, ESQ., as the Company's initial registered agent at that address to accept service of process within this state.

**ARTICLE IV**

**DURATION AND CONTINUATION**

The period of the Company's duration shall commence with the filing of these Articles of Organization with the Secretary of State, and shall continue perpetually, unless terminated (i) in accordance with the Company's Operating Agreement, or (ii) by the written agreement of a majority of ownership interest.

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## ARTICLE V

### PURPOSE

The purpose for which the Company is being formed is to engage in the holding and ownership of any lawful property and commercial enterprises, and any activity or business permitted under the laws of the United States and the State of Florida.

## ARTICLE VI

### MANAGEMENT

The Company shall be conducted, carried on, and managed by manager(s) and is, therefore, a manager-managed Company. The manager(s) shall also have the rights and responsibilities described in the Operating Agreement of the Company, if applicable. The manager(s) shall serve in such capacity until their successor(s) are duly elected and qualified.

## ARTICLE VII

### MANAGING MEMBERS

The name and address of the initial Manager(s) of the Company are:

SILVANA SACERDOTI

RICARDO SACERDOTI

CATALINA KISS DE SACERDOTI

## ARTICLE VIII

### INITIAL AND ADDITIONAL MEMBERS

The maximum number of ownership units which the Company is authorized to have outstanding is one hundred (100), all of which shall be identical units, and each of which shall represent the ownership of that percentage of the total units outstanding at any time as is the equivalent of the ratio in which one (1) is the numerator and the total units outstanding is the denominator.

Additional Members may be admitted upon the unanimous written consent of the then existing Members, upon the written application of such new Member, in the manner set forth in the Operating Agreement of the Company, if applicable.

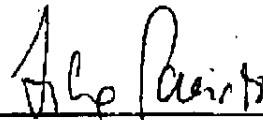
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**ARTICLE IX**

**OPERATING AGREEMENT**

The power to adopt, alter, amend, or repeal the Operating Agreement of the Company shall be vested in the Members of the Company in the manner set forth in the Operating Agreement of the Company.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 5<sup>th</sup> day of March, 2010.

  
\_\_\_\_\_  
SILVANA SACERDOTI

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## ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for PORTO VENERE, LLC to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and acknowledges that the undersigned is familiar with, and accepts, the obligations of such position on this 4 day of March 2010.

By: \_\_\_\_\_

Oscar Grisales-Racini, Esq.