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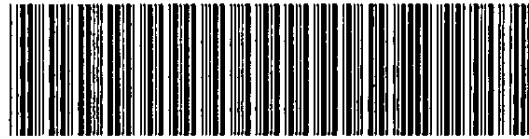
Special Instructions to Filing Officer:

W11-8157  
**A. LUNT**

MAR - 4 2010

**EXAMINER**

Office Use Only



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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE  
Division of Corporations

February 10, 2011

SAPURSTEIN & BLOCH, P.A.  
9700 SOUTH DIXIE HIGHWAY SUITE 1000  
MIAMI, FL 33156

SUBJECT: DINO, LLC  
Ref. Number: W11000008157

We have received your document for DINO, LLC and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Section 608.406, Florida Statutes, was amended effective July 1, 2007, to require the name of a limited liability company to be distinguishable from the names of all other filings filed with the Division of Corporations, except for fictitious name registrations and general partnership registrations.

Please select a new name and make the correction in all the appropriate places. One or more words may be added to make the name distinguishable from the one presently on file. Adding of Florida or Florida to the end of the name is not acceptable. A search for name availability can be made on the Internet through the Division's records at [www.sunbiz.org](http://www.sunbiz.org).

Please note the name of a limited liability company must end with the words Limited Liability Company, the abbreviation L.L.C., or the designation LLC. The word Limited may be abbreviated as Ltd. and the word Company may be abbreviated as Co. The following suffixes are no longer acceptable: Limited Company, L.C., and LC.

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: 311A00003545

LAW OFFICES  
**SAPURSTEIN & BLOCH, P.A.**

9700 SOUTH DIXIE HIGHWAY  
SUITE 1000  
MIAMI, FLORIDA 33156  
(305) 670-9500  
FAX (305) 670-6900  
SBLAWFIRM@AOL.COM

BERTRAM A. SAPURSTEIN  
BRUCE E. BLOCH

February 4, 2011

Department of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, FL 32314

Re: **DINO, LLC, a Florida limited liability company**  
**Our File No.: 97246.00101**

To Whom it May Concern:

Enclosed for filing please find the original Articles of Organization of DINO, LLC along with a check in the amount of \$155.00 representing the filing fee, the registered agent fee, and the fee to obtain a Certified Copy.

Kindly file same, sending a Certified Copy to the undersigned in the enclosed self-addressed, stamped envelope.

Should you have any questions, please do not hesitate to contact the undersigned.

Very truly yours,

**SAPURSTEIN & BLOCH, P.A.**

By 

*Bruce E. Bloch*, Esq.

BAS/jeh  
Enclosures

LAW OFFICES  
**SAPURSTEIN & BLOCH, P.A.**

9700 SOUTH DIXIE HIGHWAY  
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BERTRAM A. SAPURSTEIN  
BRUCE E. BLOCH

February 17, 2011

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TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: **Dino Miami, LLC (originally submitted for filing as Dino, LLC)**  
**Your Reference Number: W11000008157**  
**Our File No.: 97246.00101**

To Whom it May Concern:

Enclosed please find your cover letter dated February 10, 2011 as well as the original Articles of Organization of Dino Miami, LLC which we are submitting for filing purposes.

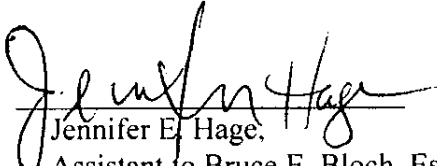
This submission was originally done under the name of Dino, LLC but was rejected, and we are re-submitting with a new name per your instructions.

Should you have any questions or need anything further, please let us know.

Very truly yours,

**SAPURSTEIN & BLOCH, P.A.**

By:

  
Jennifer E. Hage,  
Assistant to Bruce E. Bloch, Esq.

/jeh  
Enclosures

# ARTICLES OF ORGANIZATION OF DINO MIAMI, LLC

The undersigned hereby executes these Articles for the purpose of forming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. The undersigned further declares that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company (the "Company").

## ARTICLE I - NAME

The name of this Company shall be DINO MIAMI, LLC.

## ARTICLE II - PURPOSE AND POWERS

The purpose of the Company is to transact any and all lawful business for which companies may be formed under the Florida Limited Liability Company Act, and all amendments and supplements thereto, or any law enacted to take the place thereof (the "Act").

The Company shall have power to do everything necessary, proper, advisable, or convenient for the accomplishment of its purpose, provided the same shall not be inconsistent with the laws of the State of Florida.

## ARTICLE III - CAPITAL CONTRIBUTIONS

Capital contributions will be made as required for business purposes, as determined by unanimous consent of the members or as otherwise agreed to in the Regulations of the Company.

## ARTICLE IV - PARTICIPATION

The participation ("Participation") of the initial members shall be as unanimously agreed to by the initial members in the Company Regulations or other writing of those members. The Participation of the members may be changed thereafter by unanimous agreement of the members, provided that the interest of a person or entity that is not a member but has an interest in the profits, losses, or assets of the Company by reason of a transfer of a member's interest in

PREPARED BY:  
BRUCE E. BLOCH, ESQ.  
SAPURTEIN & BLOCH, P.A.  
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Fla. Bar. No. 650031

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the Company without the consent of the Company may not be reduced without the consent of such person or entity. No amendment to these Articles shall be required by reason of a change in Participation. Membership in the Company shall not be represented, determined, nor established through the use of certificates except as may be expressly provided in the Company Regulations.

#### **ARTICLE V - REGULATIONS**

At the first meeting of the members after the execution of these Articles, the members shall adopt regulations (the "Regulations") containing provisions for the regulation and management of the affairs of the Company, not inconsistent with law or these Articles. The power to adopt, alter, amend or repeal the Regulations shall be vested in the members and shall require their unanimous consent and agreement in regard to any vested right of a member (which shall include any provisions hereof requiring the unanimous approval of the members, any member rights to serve as manager, or rights in the profits, losses, or assets of the Company), or otherwise by a majority vote of the members by percentage Participation.

#### **ARTICLE VI - DURATION AND DISSOLUTION**

The Company shall continue until the first to occur of: (a) December 31, 2049, (b) dissolution pursuant to the provisions of the Act or the Regulations of the Company, or (c) the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or any other event which terminates the continued membership of a member in the Company (unless the business of the Company shall be continued upon written consent of all remaining members).

#### **ARTICLE VII - PRINCIPAL PLACE OF BUSINESS**

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

10510 SW 96th Terrace  
Miami, Florida 33176

#### **ARTICLE VIII - MANAGEMENT AND MEMBERS**

The Company shall be managed by one or more managers and is therefore, a manager-managed Company. The vote of each member shall be in proportion to the Participation of the member unless otherwise provided in the Regulations.

The initial managers of the Company, to serve until their successors are duly appointed and qualified are:

Peter J. Risi  
10510 SW 96th Terrace  
Miami, Florida 33176

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TALLAHASSEE, FLORIDA

Ileana Risi  
10510 SW 96th Terrace  
Miami, Florida 33176

Thomas J. Risi  
10510 SW 96th Terrace  
Miami, Florida 33176

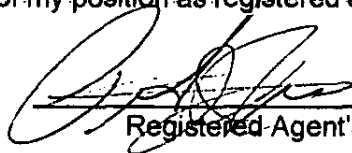
The initial managers of the Company may be removed and replaced only upon the affirmative vote of 75% or more of the Participation interests of the members eligible to vote.

**ARTICLE IX - REGISTERED OFFICE  
AND REGISTERED AGENT &  
REGISTERED AGENT'S SIGNATURE**

The name and the Florida street address of the registered agent are:

Peter J. Risi  
10510 SW 96th Terrace  
Miami, Florida 33176

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 as provided for in Chapter 608, F.S.

  
\_\_\_\_\_  
Registered Agent's Signature

**ARTICLE X - PROFITS, LOSSES AND DISTRIBUTION**

Each member shall share in the net profits or losses from the operation of the business of the Company and in the distribution of the property of the Company in the same proportion as the member's Participation, or as may be adjusted from time to time by reason of additional investments or agreement of the members as reflected in the Regulations.

**ARTICLE XI - RESTRICTIONS OF MEMBERSHIP**

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the Company.

A member's interest in the Company may not be sold or otherwise transferred or assigned except with unanimous written consent of all members. In the absence of such unanimous written approval, the transferee of the interest of any member shall not become a member and shall have

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TALLAHASSEE, FLORIDA

no right to participate in the management of the business and affairs of the Company, but shall be entitled to receive only the share of the profits or losses and return of contribution to which the transferor member would be entitled except as otherwise agreed to in writing by all members or in the Regulations. Provisions can be made for transfers or assignments in the Regulations but such provisions shall not affect the foregoing requirements of unanimous written consent to sales, transfers, and assignments.

#### ARTICLE XII - AMENDMENT TO ARTICLES

These Articles may be amended at any time by a majority vote of the members, except with respect to the vested rights of the members (which shall include any provisions hereof requiring the unanimous approval of the members, rights to remove and replace the initial manager, any member rights to serve as manager, or rights in the profits, losses, or assets of the Company) which shall require unanimous vote of the members for amendment, or as otherwise provided by law.

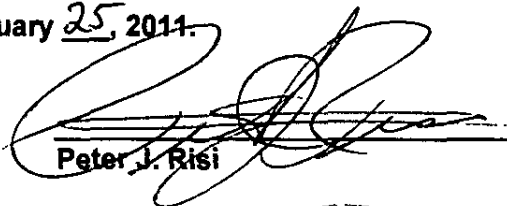
Any amendment shall be signed by all members and an amendment adding a new member shall be signed by the member to be added. As a condition of membership, all members agree to execute such documents as may be required to effectuate duly authorized amendments to these Articles.


#### ARTICLE XIII - INDEMNIFICATION


The Company hereby agrees to indemnify each manager, managing member, officer, employee, and agent of the Company to the extent authorized by, and in accordance with the provisions of, Fla.Stats. §608.4363.

The undersigned, being an original member of the Company, hereby certifies that the foregoing constitutes the Articles of Organization of DINO MIAMI, LLC.

Executed by the undersigned on January 25, 2011.

  
Peter J. Risi

  
Ileana Risi

  
Thomas J. Risi

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CLERK OF DISTRICT COURT  
FLORIDA