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Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

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To:

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RECEIVED  
13 DEC 19 AM 9:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

LLC DISSOLUTION OR WITHDRAWAL  
MIAMI INVESTI, LLC

Certificate of Status	0
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**ARTICLES OF DISSOLUTION  
FOR MIAMI INVESTI, LLC  
A FLORIDA LIMITED LIABILITY COMPANY**

1. The name of the limited liability company is Miami Investi, LLC.
2. The effective date of the limited liability company's dissolution is December 31, 2013.
3. A description of the occurrence that resulted in the limited liability company's dissolution pursuant to section 608.441, Florida Statutes:

Approval of the Members Holding Sufficient Votes to  
Dissolve in Accordance with the Operating Agreement of the Company  
(See Attached Special Written Consent)

4. **CHECK ONE:**

- ☒ All debts, obligations and liabilities of the limited liability company have been paid or discharged.
- ☐ Adequate provision has been made for the debts, obligations and liabilities pursuant to s. 608.4421.

5. All remaining property and assets have been distributed among its members in accordance with their respective rights and interests.

6. **CHECK ONE:**

- ☒ There are no suits pending against the company in any court.
- ☐ Adequate provision has been made for the satisfaction of any judgment, order or decree, which may be entered against it in any pending suit.

DATED this 18<sup>th</sup> day of December, 2013

MIAMI INVESTI, LLC

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

Joseph Victor Behar  
Manager

MIAMI INVESTI, LLC  
ACTION BY SPECIAL WRITTEN CONSENT OF  
MEMBERS IN LIEU OF A MEETING

THE UNDERSIGNED, being a sufficient number of Members of MIAMI INVESTI, LLC, a Florida limited liability company (the "Company"), for purposes of taking action by special written consent in lieu of a meeting of Members, hereby adopt the following resolutions and waive notice requirements, if any:

WHEREAS, the undersigned Members of the Company have determined to dissolve the Company and wind-up its business affairs in accordance with all applicable laws, rules, and regulations and in accordance with the Operating Agreement of the Company,

NOW, THEREFORE:

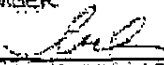
BE IT RESOLVED, that the Company hereby directs and authorizes its counsel to file Articles of Dissolution in the form attached hereto, dissolving the Company with an effective date of December 31, 2013;

FURTHER RESOLVED, that the Managers of the Company are hereby authorized to take such steps as they deem appropriate to implement the dissolution of the Company and to wind-up the business affairs of the Company, including the retaining of professional services.

FURTHER RESOLVED, that this Special Written Consent shall be deemed effective upon it being executed by Members holding not less than 70 percent of all authorized and issued Membership Units of the Company, and may be executed in as many counterparts as may be required and all counterparts shall collectively constitute one and the same fully binding consent to action.

ADOPTED AND EFFECTIVE this 18<sup>th</sup> day of December, 2013.

MEMBER:

  
Massimo Colella  
20 Membership Units (20 Percent)

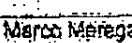
MEMBER:

  
Gianluca Petrazzini  
20 Membership Units (20 Percent)

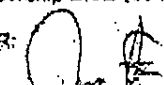
MEMBER:

  
Joseph Victor Behar  
20 Membership Units (20 Percent)

MEMBER:

  
Gian Marco Merigall  
20 Membership Units (20 Percent)

MEMBER:

  
Joshua Stein  
20 Membership Units (20 Percent)