

Division of Corporations

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Florida Department of State
Division of Corporations
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From: *Adam Sanz, Paralegal*
Account Name : AVILA RODRIGUEZ HERNANDEZ MENA
Account Number : I20070000136
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Email Address: *ASanz@aehmf.com*

**FLORIDA LIMITED LIABILITY CO.
MASCIARELLI AMERICA, LLC**

Certificate of Status	0
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ARTICLES OF ORGANIZATION
OF
MASCIARELLI AMERICA, LLC

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

ARTICLE I
NAME

The name of the limited liability company is **MASCIARELLI AMERICA, LLC** (the "Company").

ARTICLE II
ADDRESS

The principal office address of the Company is:

c/o 2525 Ponce de Leon Blvd., Suite 1225
Coral Gables, Florida 33134

The mailing address of the Company is:

c/o 2525 Ponce de Leon Blvd., Suite 1225
Coral Gables, Florida 33134

ARTICLE III
REGISTERED AGENT AND OFFICE

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

Interamerican Corporate Services LLC
2525 Ponce de Leon Boulevard, Suite 1225
Coral Gables, Florida 33134

ARTICLE IV
OPERATING AGREEMENT

The power to adopt, alter, amend, or repeal an operating agreement for the Company shall be vested in the Members of the Company.

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ARTICLE V
MANAGEMENT

The Company shall be conducted, carried on, and managed by at least one (1) Manager. 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 successors are duly elected and qualified.

The names and addresses of the initial Manager is as follows:

<u>Title:</u>	<u>Name and Address:</u>
Manager	Domenico Vernamonte Via Montesirente 31-65124 Pescara, Italy

ARTICLE VI
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, if applicable or (ii) by the written agreement of a majority of ownership interest of the Company.

ARTICLE VII
PURPOSE

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE VIII
ADDITIONAL MEMBERS

Additional Members may be admitted upon the approval of a majority of ownership interest of the Company, upon the written application of such new Member, in the manner set forth in the Operating Agreement of the Company, if applicable.

IN WITNESS WHEREOF, the undersigned hereby executes these Articles of Organization as of the 2nd day of January, 2012.

By: _____

Marco Ferri
Duly Authorized Representative of Members

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ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for MASCIARELLI AMERICA, 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 24th day of January, 2012.

INTERAMERICAN CORPORATE SERVICES LLC

By: _____

Marco Ferri, Manager

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