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EMPIRE CORP

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Division of Corporations

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Florida Department of State

Division of Corporations

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From:

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FLORIDA LIMITED LIABILITY CO.

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**ARTICLES OF ORGANIZATION FOR
FLORIDA LIMITED LIABILITY COMPANY**

ARTICLE I

The Name of the Limited Liability Company shall be :

TUTTO FOODS LLC

ARTICLE II

The Company is organized for any legal and lawful purpose for which a limited liability company may be organized pursuant to the at.

ARTICLE III

The mailing address and street address of the principal office of the limited liability company is:

5960 NW 99 AVENUE # 5
DORAL, FL 33178

ARTICLE IV

The name of the Managing Member and Manager(S) shall be:

MGRM
MARIO CAPUTO
5960 NW 99 AVENUE #5
DORAL, FL 33178

MGRM
CARMINE MINICHINO
5960 NW 99 AVENUE #5
DORAL, FL 33178

MANAGER
PAUL A JASINSKI
5960 NW 99 AVENUE #5
DORAL, FL 33178

ARTICLE V

The name and Florida street address of the registered agent shall be:

PAUL A JASINSKI
13501 SW 99 STREET
MIAMI, FL 33186

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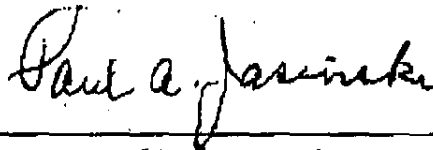
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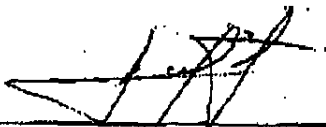
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED
OFFICE/MEMBER/REPRESENTATIVE**

TUTTO FOODS LLC

Having been named as registered agent and to accept service of process for the above stated Limited Liability Company at the place designated in the articles of organization, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.



Signature of Registered Agent



Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true)

MARIO CAPUTO

Typed or printed name signee

HI 3000 100967.