

L14000015976

Division of Corporations

Page 1 of 2

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet.** Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H16000052214 3)))



H160000522143ABCV

**Note: DO NOT** hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations  
Fax Number : (850) 617-6383

From:

Account Name : RICARDO MARTINEZ-CID, P.A.  
Account Number : 076640001666  
Phone : (305) 632-1950  
Fax Number : (305) 854-9788

**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

Email Address: jesperante@borngroupglobal.com

LLC AMND/RESTATE/CORRECT OR M/MG RESIGN  
GALVUSA LLC

Certificate of Status	1
Certified Copy	1
Page Count	13
Estimated Charge	\$60.00

FILED  
16 FEB 29 AM 10:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APR 25 2016

J SHIVERS

Help

Electronic Filing Menu

Corporate Filing Menu

FLORIDA BAR NO. 157029 / AUDIT NUMBER: H16000052214 3

**GALVUSA LLC.**  
**RESTATED ARTICLES OF ORGANIZATION**

**ARTICLE I - Name and Initial Filing:**

The name of the Florida Limited Liability Company is:

**GALVUSA LLC.**, hereinafter designated the "Limited Liability Company," filed and effective January 29, 2014, Document No. L14000015936.

**ARTICLE II - Nature of Business and Purpose:**

The Florida Limited Liability Company was organized and exists to import, market and promote quality Italian imports, and for all other lawful businesses which the Board of Manager-Directors may unanimously approve.

**ARTICLE III - Address:**

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

**GALVUSA LLC.**  
501 Brickell Key Drive  
Suite 504  
Miami, Florida 33131.

Ricardo Martinez-Cid, P.A.  
1699 Coral Way, Suite 510  
Miami, Florida 33145-2860  
Telephone # (305) 859-7494  
Facsimile # (305) 858-2513  
email # mtnezcid@aol.com

FILED  
16 FEB 29 AM 10:15  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

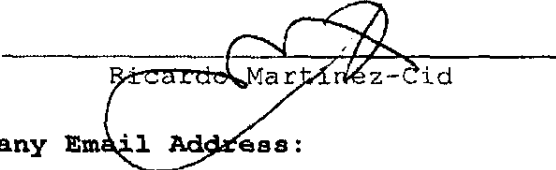
FLORIDA BAR NO. 157029 / AUDIT NUMBER: H16000052214 3

FLORIDA BAR NO. 157029 / AUDIT NUMBER: H16000052214 3

**ARTICLE IV - Registered Agent, Registered Office & Registered Agent:**

The name and the Florida address of the registered agent of the Limited Liability Company is Ricardo Martínez-Cid, Esq., of 1699 Coral Way, Suite 510, Miami, Florida 33145.

*Having been named as registered agent and to accept service of process for 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 in Chapter 605, Florida Statutes.*

  
Ricardo Martínez-Cid

**ARTICLE V - Company Email Address:**

The Limited Liability Company email address is pbello@galvusa.com, with copies to fciraulo@galvusa.com, ellanso@galvusa.com and jascanio@galvusa.com.

**ARTICLE VI - Management:**

The Limited Liability Company is to be managed by two (2) Manager-Directors, who will constitute a two (2) member Board of Manager-Directors and run the affairs of the Limited Liability Company, and act as its officers, and is, therefore, a manager-managed company.

Ricardo Martinez-Cid, P.A.  
1699 Coral Way, Suite 510  
Miami, Florida 33145-2860  
Telephone # (305) 859-7494  
Facsimile # (305) 858-2513  
email # mtnezcid@aol.com

FLORIDA BAR NO. 157029 / AUDIT NUMBER: H16000052214 3

FLORIDA BAR NO. 157029 / AUDIT NUMBER: H16000052214 3

**ARTICLE VII - Manager-Directors and Officers:**

The Limited Liability Company, effective on the filing of this Restated Articles of Organization will have two (2) Manager-Directors. The number of Manager-Directors may either increase or diminish from time to time, as established by the Members, as provided in the Operating Agreement adopted by the Limited Liability Company, but will never be less than one (1). As of the date of filing this Restated Articles of Organization with the Florida Secretary of State, the Manager-Directors of the Limited Liability Company are **PEDRO BELLO LUY**, elected to serve as manager-director, chairman of the Board of Manager-Directors, president and chief executive and chief operating officer; **MAGLY CABRERA** elected to serve as manager-director, secretary and treasurer of the Limited Liability Company, all of 501 Brickell Key Drive, Suite 504, Miami, Florida 33131, for the ensuing year and until their successors are elected and qualify to serve in the capacities set forth above.

**ARTICLE VIII - Scope of Manager-Directors' Authority:**

Each Manager-Director of the Limited Liability Company, may by his/her sole signature, alone or joined by other Manager-Director, according to the office which he/she holds, i.e., president, secretary, treasurer, assistant-secretary and/or assistant treasurer, exercise the broadest powers granted by law to the officers of Florida corporations, including, without limitation, except as may be otherwise limited by law, the power and authority

---

Ricardo Martinez-Cid, P.A.  
1699 Coral Way, Suite 510  
Miami, Florida 33145-2860  
Telephone # (305) 859-7494  
Facsimile # (305) 858-2513  
email # mtnezcid@aol.com

FLORIDA BAR NO. 157029 / AUDIT NUMBER: H16000052214 3

FLORIDA BAR NO. 157029 / AUDIT NUMBER: H16000052214 3

to buy, develop, manage, sell, lease, rent, pledge, mortgage, transfer, exchange, convert, partition, and otherwise dispose of, and grant options with respect to, any and all property at any time owed by the Limited Liability Company or in or to which the Limited Liability Company may have an interest and/or claim, or any interest therein; and any sale may be a public or private sale for cash or for credit, with or without security; all for such purposes, at such times, and upon such terms as the Manager-Director, may by his/her sole signature, alone or joined by other Manager-Directors, if any, determine, in accordance with the office said Manager-Director holds. No transferee, lender, or other person will be bound to see to or be liable for the application of the proceeds of any transaction with a Manager-Director of this Limited Liability Company.

Provided, however, that notwithstanding the foregoing, except for (i) leases of a term not to exceed one (1) year, not exceeding aggregate rentals in the amount of One Hundred Thousand and No/100 (\$100,000.00) Dollars or its equivalency in other currencies at the time of execution, not incorporating any options to renew, rights to first refusal or purchase options, or (ii) contractual obligations, including, without limitation, loans to or from the Limited Liability Company, with the same party or said party's subsidiaries or affiliates the subject matter of which do not exceed an aggregate One Hundred Thousand and No/100 (\$100,000.00) Dollars or its equivalency in other currencies at the time of execution, for a term not exceeding an aggregate six (6) months, only the President, by his/her sole signature, as President and Manager-Director may legally purchase, sell, mortgage or otherwise deal in the real estate of the Limited Liability Company, or legally bind and obligate the Limited Liability Company.

---

Ricardo Martinez-Cid, P.A.  
1699 Coral Way, Suite 510  
Miami, Florida 33145-2860  
Telephone # (305) 859-7494  
Facsimile # (305) 858-2513  
email # mtnezcid@aol.com

FLORIDA BAR NO. 157029 / AUDIT NUMBER: H16000052214 3

FLORIDA BAR NO. 157029 / AUDIT NUMBER: H16000052214 3

Also, provided, however, that, (a) any change in the Limited Liability Company's corporate purpose, (b) the sale of any membership interest held by the Limited Liability Company in **USACECCATO LIMITED LIABILITY COMPANY**, a Florida limited liability company, hereinafter designated the "Trademark Company," (c) acquisitions, (d) mergers, (e) divestitures; (f) the exercise of voting rights in the Trademark Company, if any, and (g) other extraordinary transactions will require the approval of the Chairman of the Board of Manager-Directors, and the majority vote of the other Manager-Directors.

**ARTICLE IX - Net Profits:**

Unless the Chairman of the Board of Manager-Directors, and the majority vote of the other Manager-Directors decide otherwise, the Limited Liability Company will declare and distribute annual net profits, if any.

**ARTICLE X - Members:**

As of the date hereof, the sole and only member of the Limited Liability Company is **BELOPORTUNA N, LLC.**, a Florida limited liability company, hereinafter designated the "Majority Member." If, in the future other parties become members, hereinafter designated the "Minority Members," their membership interest will be defined as hereinafter provided.

---

Ricardo Martinez-Cid, P.A.  
1699 Coral Way, Suite 510  
Miami, Florida 33145-2860  
Telephone # (305) 859-7494  
Facsimile # (305) 858-2513  
email # mtnezcid@aol.com

FLORIDA BAR NO. 157029 / AUDIT NUMBER: H16000052214 3

FLORIDA BAR NO. 157029 / AUDIT NUMBER: H16000052214 3

**ARTICLE XI - Transferability of Member's Interest and Member's Rights:**

Except for transfers between members of the Limited Liability Company, membership interest in the Limited Liability Company are subject to preemptive rights; drag-along rights, in favor of the Majority Member, provided the Minority Members, are given the same price, terms, and conditions as any third party purchaser; and tag along co-sale rights to protect Minority Members in the event the Majority Member sells its membership interest, then the Minority Members pro-rata, if more than one, will have the right to join the transaction and sell their minority memberships, and except for transfers to members of the Limited Liability Company, no member will have the right to assign the member's interest in the Limited Liability Company without the written agreement of the holders of a majority of the membership interests.

If the holders of a majority of the membership interest do not approve the assignment, the assignee will have no right to become a member, to participate in the elections of the Manager-Directors of the Limited Liability Company or to exercise any other rights or powers of a member. The assignee will merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss, deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

**ARTICLE XII - Limited Liability Company Existence:**

The Limited Liability Company's existence began its corporate existence on January 29, 2014, and will operate under the terms of these Restated Articles of Organization effective as of the date these Restated Articles of Organization are filed with the Florida Secretary of State.

---

Ricardo Martinez-Cid, P.A.  
1699 Coral Way, Suite 510  
Miami, Florida 33145-2860  
Telephone # (305) 859-7494  
Facsimile # (305) 858-2513  
email # mtnezcid@aol.com

FLORIDA BAR NO. 157029 / AUDIT NUMBER: H16000052214 3

FLORIDA BAR NO. 157029 / AUDIT NUMBER: H16000052214 3

**ARTICLE XIII - Duration:**

The duration of the Limited Liability Company will be perpetual, unless the Limited Liability Company dissolves in accordance with the provisions of the Limited Liability Company's Operating Agreement and these Restated Articles of Organization.

**ARTICLE XIV - Dissolution:**

The Limited Liability Company will be dissolved upon the death, bankruptcy, dissolution or termination of a member's membership in the Limited Liability Company for any reason, unless the business of the Limited Liability Company is continued by the written consent of all the remaining members of the Limited Liability Company within thirty (30) days after any of these events.

**ARTICLE XV - Percentage Interest: Membership Certificate:**

The profits and losses of the Limited Liability Company will be allocated to the members in accordance with and in proportion to each member's Percentage Interest in the Limited Liability Company (which will be equal to the number of Units of Membership, hereinafter designated "Units," owned by a member divided by the total number of the Units owned by all members), unless otherwise provided in the Operating Agreement of the Limited Liability Company. A member's interest in the Limited Liability Company may be evidenced by a Membership Certificate issued by the Limited Liability Company.

---

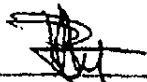
Ricardo Martinez-Cid, P.A.  
1699 Coral Way, Suite 510  
Miami, Florida 33145-2860  
Telephone # (305) 859-7494  
Facsimile # (305) 858-2513  
email # mtnezcid@aol.com


FLORIDA BAR NO. 157029 / AUDIT NUMBER: H16000052214 3



FLORIDA BAR NO. 157029 / AUDIT NUMBER: H16000052214 3

IN WITNESS WHEREOF, the undersigned has executed these Restated Articles of Organization, this February 29, 2016, and, under the penalties of perjury, the undersigned affirms that the facts stated herein are true.

  
Pedro Bello-Luy  
as Manager-Director,  
Manager-Chairman of the Board of Manager-Directors,  
Chief Executive and Operating Officer, and President

  
Magly Cabrera  
as Manager-Director,  
Secretary and Treasurer

BELOFORTUNA N LLC.  
By: PUCCINES LLC,  
a Florida limited liability company,  
as sole manager,

(COMPANY SEAL)

By:   
MAGLY CABRERA, Manager

Signatures of authorized representatives of the four members.  
(In accordance with section 605.0203(1)(b), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided in §817.155, Florida Statutes)

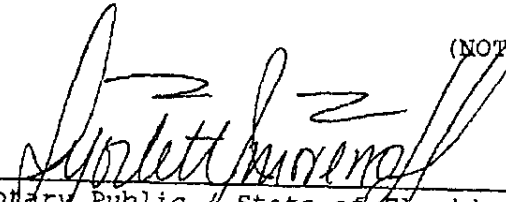
Ricardo Martinez-Cid, P.A.  
1699 Coral Way, Suite 510  
Miami, Florida 33145-2860  
Telephone # (305) 859-7494  
Facsimile # (305) 858-2513  
email # mtnezcid@aol.com

FLORIDA BAR NO. 157029 / AUDIT NUMBER: H16000052214 3

FLORIDA BAR NO. 157029 / AUDIT NUMBER: H16000052214 3  
STATE OF FLORIDA )  
 ) S.S.  
MIAMI-DADE COUNTY )

I HEREBY CERTIFY that on this day, PEDRO BELLO LUY appeared before me, Individually and as Manager-Director, Manager-Chairman of the Board of Manager-Directors, Chief Executive and Operating Officer and President of GALVUSA LLC., a Florida limited liability company, and MAGLY CABRERA, a Manager-Director, Secretary and Treasurer, and as sole manager of BELOPORTUNA N LLC., a Florida limited liability company, acting as manager of GALVUSA LLC., and they acknowledged before me, under oath, that they executed the foregoing document, for the purposes therein expressed, and they produced their Florida driver's licenses as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in City of Miami, State of Florida, on this February 29, 2016.

(NOTARY SEAL)  
  
Notary Public / State of Florida  
Ludy Yorlett Moreno. My Comm Expires May 2/2016  
Comm # EE 194934

Ricardo Martinez-Cid, P.A.  
1699 Coral Way, Suite 510  
Miami, Florida 33145-2860  
Telephone # (305) 859-7494  
Facsimile # (305) 858-2513  
FLORIDA BAR NO. 157029 / AUDIT NUMBER: H16000052214 3

FLORIDA BAR NO. 157029 / AUDIT NUMBER: H16000052214 3

**GALVUSA LLC.**  
**CERTIFICATE OF DESIGNATION OF**  
**REGISTERED AGENT / REGISTERED OFFICE**

1. The name of the Florida Limited Liability Company is:  
**GALVUSA LLC.**, hereinafter designated the "Limited Liability Company."
2. The name and the Florida street address of the registered agent of the Limited Liability Company is:

Ricardo Martinez-Cid  
1699 Coral Way, Suite 510  
Miami, Florida 33145.

*Having been named as registered agent and to accept service of process for the 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 provided in Chapter 605, Florida Statutes.*

  
\_\_\_\_\_  
Ricardo Martinez-Cid

Ricardo Martinez-Cid, P.A.  
1699 Coral Way, Suite 510  
Miami, Florida 33145-2860  
Telephone # (305) 859-7494  
Facsimile # (305) 858-2513  
email # mtnezcid@aol.com

FLORIDA BAR NO. 157029 / AUDIT NUMBER: H16000052214 3

FILED  
FEB 29 AM 10:15  
CLERK OF STATE  
TALLAHASSEE, FLORIDA