

9/19/2014

Division of Corporations

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Florida Department of State
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FLORIDA LIMITED LIABILITY CO.
Retail Investments Italy, LLC

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**ARTICLES OF ORGANIZATION
FOR
RETAIL INVESTMENTS ITALY, LLC
(A Florida Limited Liability Company)**

Pursuant to §605.0201, Florida Statutes, for the purpose of forming a limited liability company under the laws of the State of Florida, the following are Articles of Organization for Retail Investments Italy, LLC (the "Company"):

Article I

The name of the Company is **Retail Investments Italy, LLC.**

Article II

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

400 NW 26th Street
Suite 111
Miami, Florida 33127

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Article III

The purpose for which this Company is organized is to transact all lawful business activity.

Article IV

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

M&M RA Services, LLC
3001 SW 3rd Avenue
Miami, Florida 33129

Article V

The Company shall be manager managed unless otherwise, and except as, stated in the Operating Agreement of the Company dated September 18, 2014 or any subsequent amendments thereto. The current names and addresses of the managers are as follows:

Title: Manager
Name: Joseph Victor Behar
Address: 400 NW 26th Street
Suite 111
Miami, FL 33127

Title: Manager
Name: Massimo Colella
Address: 400 NW 26th Street
Suite 111
Miami, FL 33127

Title: Manager
Name: Tomaso Buscema
Address: 400 NW 26th Street
Suite 111
Miami, FL 33127

Title: Manager
Name: Retail Holding Europe, LLC
Address: 400 NW 26th Street
Suite 111
Miami, FL 33127

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Notwithstanding anything to the contrary contained in any operating agreement, the Managers shall have general supervision, direction, and control to operate the business of the LLC as set forth in the Operating Agreement of the Company. The Managers shall have the authority to take any action or decision on behalf of the LLC, whether within or outside the ordinary course of business, including but not limited to any such actions as are necessary and reasonable to form subsidiaries on behalf of the Company. The Managers shall not have the authority to sell all or substantially all of the assets of the LLC without the Approval of the Members as defined in the Operating Agreement. Nothing herein shall obligate the Managers to act in a manner contrary to Florida law.

[REMAINDER OF PAGE BLANK—SIGNATURES ON FOLLOWING PAGE]

IN WITNESS WHEREOF, the undersigned have executed these Articles of Organization on September 19, 2014.



David Everett Marko
Authorized Representative

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ACCEPTANCE OF REGISTERED AGENT

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 605, F.S.

M&M RA SERVICES, LLC

By: 

David Everett Marko
Authorized Representative

Date: 9-19-14