



L9700000 1153

REFERENCE : 561053 4732246

AUTHORIZATION :

COST LIMIT : \$ 285.00

ORDER TIME : 9:59 AM

ORDER NO. : 561053-005

100002317511--9

CUSTOMER NO: 4732246

CUSTOMER: Mr. Sean L. Miller
BRINKLEY MCNERNEY MORGAN &
SOLOMON
200 E. Las Olas Blvd.
#1800
Ft. Lauderdale, FL 333010000

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97OCT 10 PM 4:08

DOMESTIC FILING

NAME: ITALIAN FOOD CLUB, L.C.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper

EXAMINER'S INITIALS

Name	Availability
Dora	KWM
Eva	KWM
Fred	KWM
Gary	KWM
Helen	KWM
Irene	KWM
Jane	KWM
John	KWM
Larry	KWM
Mary	KWM
Nancy	KWM
Oscar	KWM
Peter	KWM
Rachel	KWM
Samuel	KWM
Tina	KWM
W. P. Verifier	KWM

W97-23265



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 10, 1997

CSC
ATTN: ANDREW CUMPER
TALLAHASSEE, FL

SUBJECT: ITALIAN FOOD CLUB, L.C.
Ref. Number: W97000023265

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 10 PM 4: 08

We have received your document for ITALIAN FOOD CLUB, L.C. and the authorization to debit your account in the amount of \$285.00. However, the document has not been filed and is being returned for the following:

The affidavit must set forth the amount of the cash and a description and the agreed value of property other than cash contributed by the members, and the amount anticipated to be contributed by the members.

We are enclosing the proper form(s) with instructions for your convenience.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6967.

Kenny Manning
Corporate Specialist

Letter Number: 997A00049880



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 10, 1997

CSC
ATTN: ANDREW CUMPER
TALLAHASSEE, FL

SUBJECT: ITALIAN FOOD CLUB, L.C.
Ref. Number: W97000023265

RECEIVED

97 OCT 15 AM 9:28

DIVISION OF CORPORATIONS

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SECRETARY OF CORPORATIONS
OCT 10 PM 4:08

RESUBMIT

Please give original
date as file date

We have received your document for ITALIAN FOOD CLUB, L.C. and the authorization to debit your account in the amount of \$285.00. However, the document has not been filed and is being returned for the following:

The affidavit must set forth the amount of the cash and a description and the agreed value of property other than cash contributed by the members, and the amount anticipated to be contributed by the members.

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Kenny Manning
Corporate Specialist

Letter Number: 997A00049880

ARTICLES OF ORGANIZATION
OF
ITALIAN FOOD CLUB, L.C.

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DIVISION OF CORPORATIONS
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The undersigned certifies that Carlo Carrai, Ettore Celao and Claudio Scarpelli have associated themselves together for the purpose of becoming a limited liability company under the Florida Limited Liability Company Act. The undersigned further declares that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I
NAME

The name of the limited liability company shall be Italian Food Club, L.C.

ARTICLE II
ADDRESS

The street address and mailing address of the principal office of this limited liability company shall be:

1126 South Federal Highway, Ste. 449
Fort Lauderdale, Florida 33316

ARTICLE III
DURATION

This limited liability company shall exist until December 31, 2047, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE IV
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The name of this limited liability company's initial registered agent is Claudio Scarpelli, and the address of the initial registered agent is 1581 S.W. 23rd Court, Fort Lauderdale, Florida 33315.

ARTICLE V
MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business if they unanimously consent to such continuation.

ARTICLE VI PURPOSES AND POWERS

The purpose of this limited liability company is to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE IV MANAGEMENT

Management of this limited liability company is reserved to its members, whose names and addresses are as follows:

Claudio Scarpelli

1581 S.W. 23rd Court
Fort Lauderdale, Florida 33315

Carlo Carrai

Via Spartaco Lavagnini, 40
Bagno A Ripoli, Firenze, Italy

Ettore Celano

2161 S.W. 42nd Street
Fort Lauderdale, Florida 33312

Each member shall be entitled to vote his percentage interest in this limited liability company on each matter submitted to a vote at a meeting of members. The affirmative vote of fifty-one percent (51%) of the members' interest in this limited liability company shall be the act of the members for ordinary administrative matters. The affirmative vote of seventy percent (70%) of the members' interest in this limited liability company shall be the act of the members for matters which are not ordinary administrative matters. "Members' percentage interest in this limited liability company" and "ordinary administrative matters" shall have the meanings provided in the Regulations of this limited liability company.

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The undersigned, being one of the members of this limited liability company, hereby certifies that this instrument constitutes the proposed Articles of Organization of Italian Food Club, L.C.

Executed by the undersigned member on this 30 day of September, 1997.

Claudio Scarpelli
Claudio Scarpelli, Member

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STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE

STATE OF FLORIDA)
)
COUNTY OF BROWARD)

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DIVISION OF CORPORATIONS
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Pursuant to the provisions of Florida Statutes Sections 608.415 and 608.407(1)(d), the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is Italian Food Club, L.C.

The name of the registered agent for Italian Food Club, L.C. is Claudio Scarpelli and the street address of the company's principal office where the agent is located is 1581 S.W. 23rd Court, Fort Lauderdale, Florida 33315.

This statement is to acknowledge that, as indicated above, Italian Food Club, L.C. has appointed me, Claudio Scarpelli, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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 property and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

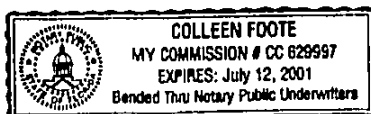
Dated 9-30-97.

Claudio Scarpelli
Claudio Scarpelli, Registered Agent

The foregoing instrument was acknowledged before me this 30th day of September, 1997, by Claudio Scarpelli.

☒ who is personally known to me
☐ who has produced _____ as identification

and who (did) take an oath, and who acknowledged before me that (he/she) executed the same as (his/her) free and voluntary act for the uses and purposes therein set forth.



Colleen Foote
Colleen Foote
(Print name of Notary)

Notary Public
Commission Number: #CC 629997

AFFIDAVIT REGARDING CAPITAL CONTRIBUTION

STATE OF FLORIDA)
)
 COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared, Claudio Scarpelli, a member of Italian Food Club, L.C. a Florida limited liability company, who, pursuant to Florida Statutes §608.407(2), was sworn and says that Italian Food Club, L.C. has three members and the capital contributions of the three members will be as follows:

<u>Members</u>	<u>Capital Contribution</u>
Claudio Scarpelli	\$4,000
Carlo Carrai	\$4,000
Ettore Celano	\$2,000

Total \$10,000
 There is no additional cash or property anticipated to be contributed by the members.
 There has been no property contributed by the members.

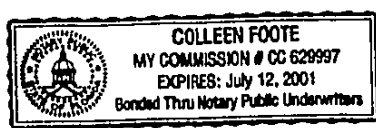
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 SECRETARY OF CORPORATIONS
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Claudio Scarpelli
 Claudio Scarpelli, Member

The foregoing instrument was acknowledged before me this 30th day of September, 1997, by Claudio Scarpelli, on behalf of Italian Food Club, L.C.

☒ who is personally known to me
☐ who has produced _____ as identification

and who did take an oath, and who acknowledged before me that he executed the same as his free and voluntary act for the uses and purposes therein set forth.



Colleen Foote
Colleen Foote
 (Print name of Notary)
 Notary Public
 Commission Number: # CC 629997