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REFERENCE : 996921 7159924

AUTHORIZATION :

Patricia Pujols

COST LIMIT : \$ 293.75

ORDER DATE : October 15, 1998

ORDER TIME : 9:30 AM

ORDER NO. : 996921-005

CUSTOMER NO: 7159924

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CUSTOMER: Nicolas Gutierrez, Esq
RAFFERTY GUTIERREZ & SANCHEZ-
RAFFERTY GUTIERREZ & SANCHEZ-
Suite 1400
1101 Brickell Avenue
Miami, FL 33131

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DOMESTIC FILING

NAME: CASA COUNTRY ITALIAN
FURNITURE, L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS: _____

Name	
Availability	<i>MA</i>
Document	
Examiner	<i>MA</i>
Updater	<i>MA</i>
Verifier	<i>MA</i>
Acknowledgement	<i>MA</i>
P. Verifier	<i>MA</i>

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

CASA COUNTRY ITALIAN FURNITURE, L.L.C.

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, hereby makes, acknowledges, and files the following Articles of Organization:

**ARTICLE I
NAME**

The name of the limited liability company is: Casa Country Italian Furniture, L.L.C.

**ARTICLE II
ADDRESS**

The mailing address and street address of the principal office of the limited liability company is: 540 Brickell Key Drive, Suite 301, Miami (Miami-Dade County), Florida 33131.

**ARTICLE III
PURPOSES AND POWERS**

The purpose for which the limited liability company is formed is to engage in the importation of customized antique Italian furniture, as well as any lawful acts or activities for which limited liability companies may be formed, under Chapter 608 of the Statutes of the State of Florida.

**ARTICLE IV
DURATION**

The limited liability company shall commence its existence, effective as of the 28th day of August, 1998. The period of duration for the limited liability company shall be seventy-five (75) years.

**ARTICLE V
REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent of the limited liability company in the State of Florida is: Nicolás J. Gutiérrez, Jr., Esq., 1101 Brickell Avenue, Suite 1400, Miami, Florida 33131.

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ARTICLE VI
MANAGEMENT

The limited liability company is to be managed by managers, whose names and addresses are:

Cesare Constantini
Cortina d' Ampezzo
Italia; and

Karen L. Varela, Esq.
540 Brickell Key Drive, Suite 301
Miami, Florida 33131.

ARTICLE VII
ADMISSION OF MEMBERS

New members may be admitted by the unanimous vote and upon such terms, as the then current members of the limited liability company may determine at the time of the application by or on behalf of a proposed new member.

ARTICLE VIII
CAPITAL CONTRIBUTIONS

The members of the limited liability company shall make additional capital contributions to the limited liability company, only upon the unanimous consent of the current members at that time. Profits and losses shall be allocated to the respective members of the limited liability company, as provided in the Regulations, duly adopted and as amended from time to time by the members.

ARTICLE IX
MEMBERS' RIGHTS TO CONTINUE BUSINESS

Consistent with the Regulations, the remaining members of the limited liability company shall have the right to continue the business of the limited liability company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event, which would ordinarily terminate the continued membership of a member of the limited liability company.

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ARTICLE X
INDEMNIFICATION

(A) The limited liability company shall indemnify any person, who is or was a party, or who is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including all appeals, by reason of the fact that he or she is or was a member, managing member or employee of the limited liability company, or is or was serving at the request of the limited liability company as a director, trustee, officer or employee of another limited liability company, corporation, partnership, joint venture, trust or other enterprise, against any and all expenses (including reasonable attorneys' fees), judgments, decrees, fines, penalties and amounts paid in settlement, which were actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if he or she acted in good faith and in a manner which he or she reasonably believed to be in, or at least not opposed to, the best interests of the limited liability company, and, with respect to any criminal action or proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner, which he or she reasonably believed to be in, or at least not opposed to, the best interests of the limited liability company.

(B) The foregoing indemnification shall not apply in the case of an action, suit or proceeding instituted by one or more members of the limited liability company, if the claim, matter or issue raised therein is determined by a court of competent jurisdiction to have resulted from the negligence or misconduct of the member(s) seeking indemnification; provided, however, that such indemnification shall nonetheless apply if, in view of all of the circumstances of the case, such court shall determine that such member(s) is/are fairly and reasonably entitled to indemnification, with respect to such expenses, judgments, decrees, fines, penalties and amounts paid in settlement, as determined by such court.

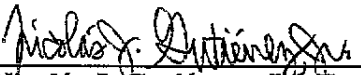
(C) Expenses of each person indemnified hereunder, incurred in defending against a civil, criminal, administrative or investigative action, suit or proceeding (including all appeals), or threat thereof, may be paid by the limited liability company in advance of the final disposition of such action, suit or proceeding, as authorized by a majority in interest of the members, upon receipt of an undertaking by such person to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the limited liability company.

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ARTICLE XI
AMENDMENT

These Articles of Organization may only be amended, in accordance with the Regulations.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Organization at Miami, Miami-Dade County, Florida, on this 28th day of August, 1998.




Nicolás J. Gutiérrez, Jr., Esq.
Authorized Representative of Sole Member

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ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of Casa Country Italian Furniture, L.L.C., as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated limited liability company at the place designated in the Articles of Organization, accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all applicable Florida laws relating to the proper and complete performance of my duties and is familiar with and accepts the obligations of this position as registered agent.

Dated: August 28th, 1998



Nicolás J. Gutiérrez, Jr., Esq.
Registered Agent

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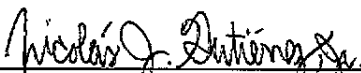
AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned authorized representative of the sole Member of Casa Country Italian Furniture, L.L.C. deposes and says:

1. The above-named limited liability company has only one(1) Member.
2. No cash is being contributed by the sole Member at this time.
3. The agreed nominal value of contributions, other than cash, contributed by the sole Member is Fifty Thousand Dollars (\$50,000.00). These contributions include, without limitation, the sole Member's services rendered on behalf of the above-named limited liability company.
4. The total amount of additional contributions anticipated to be contributed by the sole Member is Fifty Thousand Dollars (\$50,000.00).

THE AFFLIANT SAYS NOTHING FURTHER.

Dated: August 28th, 1998



Nicolás J. Gutiérrez, Jr., Esq.
Authorized Representative of Sole Member

In accordance with Section 608.408(3) of the Florida Statutes, the execution of this Affidavit of Membership and Contributions by the Authorized Representative of the sole Member constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

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