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Florida Department of State

Division of Corporations
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To:

Division of Corporations
Fax Number : (850)922-4003

From:

Account Name : ACE INDUSTRIES, INC.
Account Number : 070744001530
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LIMITED LIABILITY COMPANY

BOGAN GROUP LLC

Certificate of Status	0
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**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED
LIABILITY COMPANY**

ARTICLE I – Name:

The name of the Limited Liability Company is:

BOGAN GROUP LLC

ARTICLE II – Address:

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

180 N.E. 39 Street Suite 217, Miami FL 33137

ARTICLE III – Duration:

The period of duration for the Limited Liability Company shall be:

30 years

ARTICLE IV – Management:

The Limited Liability Company is to be managed by the members and the name (s) and address (es) of the managing member (s) is/are:

*Mauro Gallo
300 South Pointe Dr. Apt. 2004
Miami Beach, FL 33139*

*Claudio Nepi
1915 Brickell Ave. C-1503
Miami, FL 33129*

*Giovanni Bocchleri
611 Michigan Ave. Apt 2
Miami Beach, FL 33139*

Prepared by:
ace! Industries, Inc.
54 Northwest 11th St.
Miami, FL 33136
(305) 358-2571

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ARTICLE V – Admission of Additional Members:

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be:

The remaining members may admit additional members upon the majority vote of the remaining members consenting to the admission of the additional member.

ARTICLE VI – Members Rights to Continue Business:

The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be:

The remaining members have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company upon the majority vote of the remaining members.

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATE-
MENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE
OF FLORIDA.

1) The name of the limited liability company is:

BOGAN GROUP LLC

2) The name and address of the registered agent and office is:

MAURO GALLO

Name

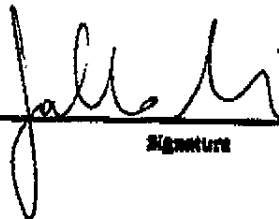
180 N.E. 39 Street, Suite 217

Address (R.O. Box NOT acceptable)

MIAMI, FL 33137

City / State / Zip

*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.*


Signature

11-11-98

Date

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of _____

BOGAN GROUP LLC deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 180,000.
- 3) if any, the agreed value of property other than cash contributed by member (s) is \$ 0. A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member (s) is \$ 180,000. This total includes amounts from 2 and 3 above.



Signature of a member

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