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LIMITED LIABILITY COMPANY

MANGIARE NETWORK, L.L.C.

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 22, 1999

MICHAEL CHOLOBEL
1925 BRICKELL AVE., #D-207
MIAMI, FL 33129SUBJECT: MANGIARE NETWORK, L.L.C.
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TALLAHASSEE, FLORIDA

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The registered agent and street address must be consistent wherever it appears in your document.

In Article IX you have 2 different addresses for the registered agent.

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) 487-6913.

Diane Cushing
Corporate SpecialistFAX Aud. #: H99000001759
Letter Number: 299A00002931

Division of Corporations - P.O. BOX 6327 Tallahassee, Florida 32314

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ARTICLES OF ORGANIZATION
OF
MANGIARE NETWORK, L.L.C.

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare 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: MANGIARE NETWORK, L.L.C.

ARTICLE II
PRINCIPAL PLACE OF BUSINESS

The mailing address and street address of the principal office of the Limited Liability Company shall be located at 8239 NW 68th Street, Miami, Florida 33166. This limited liability company shall have the power and authority to establish branch offices at any of other places as the members may unanimously designate.

ARTICLE III
PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the State of Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision or department, and to perform and carry out, assign, cancel, or rescind any such contracts.

Prepared by:
Michael Cholobel FBN-114390
1925 Brickell Ave #D-207
Mia, FL 33129 (305) 285-3144

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5. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertinent to, or going out of, or connected with it business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.
6. The several clauses contained in this statement of the general nature of the business or business to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.
7. Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE IV EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE V MANAGEMENT

This limited liability company is to be managed by its members whose names and addresses are as follows:

Giuseppe Fallica
2811 Indian Creek Drive, Apt. B
Miami Beach, FL 33140

Giorgio Prestipino
16400 Collins Avenue, Apt. 2645
Miami Beach, FL 33160

Paolo Perugini
800 West Avenue, Apt. 815
Miami Beach, FL 33139

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**ARTICLE VI
MEMBERSHIP RESTRICTIONS**

Members shall have the right to admit new members only by unanimous written consent of all members. 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 the 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 only on the unanimous written consent of the remaining members.

**ARTICLE VII
CAPITAL CONTRIBUTIONS**

Capital contributions in the amount of \$3,000 cash shall be paid to the limited liability company by the three members in equal shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

**ARTICLE VIII
DURATION**

This limited liability company shall exist from the date on which these Articles of Organization are filed with the Florida Department of State, until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

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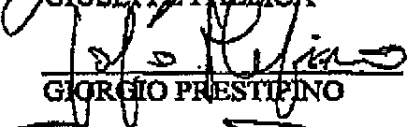

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**ARTICLE IX
INITIAL REGISTERED OFFICE AND REGISTERD AGENT**

The address of the initial registered office of the limited liability company is 800 West Ave, APT 815 Miami Beach, FL 33139, and the name of the initial registered agent whose address is 800 West Avenue, Apt. 815, Miami Beach, FL 33139 is Paolo Perugini.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposes Articles of Organization of MANGIARE NETWORK, L.L.C.

22nd IN WITNESS WHEREOF, we have executed these Articles of Organization on this day of January, 1999 at 8239 NW 65th Street, Miami, Florida 33166.


GIUSEPPE FALLICA

GIORGIO PRESTIPINO

PAOLO PERUGINI

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

In compliance with FS § 608.407(2), the undersigned member or authorized representative of a member of MANGIARE NETWORK, L.L.C. deposes and says:

1. The above named limited liability company has at least two member.
2. The total amount of cash contributed by the members is \$ 3,000 (Three Thousand Dollars).
3. If any, the agreed value of property other than cash contributed by the members is \$ _____.
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 members is \$ 12,000 (Twelve Thousand Dollars). This total includes the amounts from 2 and 3 above.


PAOLO PERUGINI

Signature of a member or authorized representative of a member. (In accordance with section 608.407(2), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

State of Florida }
County of ^{Hiami} Dade } SS

The foregoing instrument was acknowledged before me this 12th day of January, 1999, by Paolo Perugini, member on behalf of Mangiare Network, L.L.C., limited liability company. He is known to me or has produced FLORIDA PASSPORT-66-167 as identification.


Notary Public of the State of Florida



SUSAN L. STANFIELD
My Commission 00448828
Expires Apr. 18, 1999
Bonded by FMS
800-943-8878

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**CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT AND REGISTERED OFFICE**

PERSUANT TO THE PRVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERD OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

MANGIARE NETWORK, L.L.C.

2. The name and address of the registered agent and the street address of the limited liability company's registered office where the agent is located is:

PAOLO PERUGINI

800 WEST AVENUE, APT. 815

MIAMI BEACH, FLORIDA 33139

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 am familiar with and accept the obligations of my position as registered agent.

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99 JAN 22

Paolo Perugini
(Signature)

01-12-99
(Date)

State of Florida)
Miami } ss
County of Dade }

The foregoing instrument was acknowledged before me this 12th day of January, 1999 by Paolo Perugini, member on behalf of Mangiare Network, L.L.C., a limited liability company. He is known to me or has produced FL DLIC P625-66-169 as identification.

Susan L. Stanfield
Notary Public of the State of Florida



SUSAN L. STANFIELD
My Commission DC442088
Expires Apr. 18, 1999
Bonded by AGC
800-882-5278

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