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February 08, 1999

Mr. Shaun Logan  
Division of Corporations—Registration Section  
409 East Gaines Street  
Tallahassee, Florida 32399

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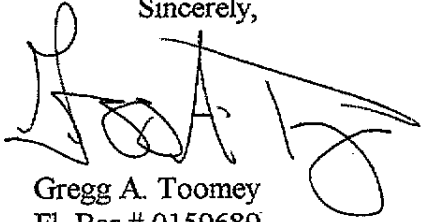
Dear Mr. Logan:

Enclosed with this letter, you will find two executed copies of the Articles of Organization and one executed copy of the Certificate of Registered Agent for the limited liability company to be known as Dinopete's, L.L.C. I believe that all required changes were made to both of these documents.

The members of this company are anxious to open their business. Their immediate concern is to open a bank account. As you know, this action cannot be taken until the Division acknowledges the Articles of Organization. To facilitate this process, I will contact you tomorrow afternoon. Thank you for your help in expediting this process.

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\*\*\*\*285.00 \*\*\*\*285.00

Sincerely,

  
Gregg A. Toomey  
Fl. Bar # 0159689

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SL 2-9-99



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

February 9, 1999

NICHOLAS PIONEGRO  
5050 SW 87TH AVENUE  
COOPER CITY, FL 33328

SUBJECT: DINOPETE'S, L.L.C.  
Ref. Number: W99000003003

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We have received your document for DINOPETE'S, L.L.C. and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the entity must be identical throughout the document.

An affidavit is required pursuant to section 608.407(2), Florida Statutes, declaring the following: (1) the limited liability company has at least one member; (2) the actual amount of cash contributions; (3) the agreed value and a description of any property other than cash contributed; and (4) the total amount of cash or property anticipated to be contributed by the members.

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) 487-6043.

Shawn Logan  
Document Specialist

Letter Number: 299A00005239

# **ARTICLES OF ORGANIZATION**

## **ARTICLE I--Name**

The name of the limited liability company is **Dinopete's, L.L.C.**

## **ARTICLE II--Address**

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

Dinopete's, L.L.C.  
4421 South State Road 7  
Hollywood, Florida 33335

## **ARTICLE III--Duration**

The Limited Liability Company shall continue in perpetuity.

## **ARTICLE IV--Management**

The Limited Liability Company is to be managed by the Members, and the Members are:

Vito Maldero  
4890 Southwest 64<sup>th</sup> Way  
Davie, Florida 33314

Nicholas Pionegro  
5050 Southwest 87<sup>th</sup> Avenue  
Cooper City, Florida 33328

Donato Pionegro  
5050 Southwest 87<sup>th</sup> Avenue  
Cooper City, Florida 33328

Peter Pionegro  
5050 Southwest 87<sup>th</sup> Avenue  
Cooper City, Florida 33328

## **ARTICLE V--Additional Members**

Additional Members may be admitted to the Limited Liability Company only upon the written consent of all Members.

## **ARTICLE VI--Members' Rights to Continue Business**

In the event any Member of the Limited Liability Company becomes unable to perform his duties due to death, retirement, resignation, expulsion, incompetency, 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, the remaining Members shall have the exclusive right to continue the business. Nothing in this Article prevents any Member from disposing of his interest by devise. However, a devisee may not become a Member without the written consent of each remaining Member. A devisee is entitled to share in the profits and losses of the Limited Liability Company,

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to receive distributions and to receive allocation of income, gain, or loss deduction to which the devisor was entitled.

#### **ARTICLE VII—Assignment**

No Member may assign, sell, transfer, pledge or in any manner dispose of his interest in the Limited Liability Company without first giving written notice to each Member. The remaining Member or Members shall have the right to redeem the departing Member's interest by paying the departing Member the proportional book value of his interest within thirty (30) days from the receipt of the notice. If the remaining Member or Members fail to exercise this option, the Member may dispose of his interest in any manner he desires. The book value of the shares shall be computed using the Limited Liability Company's usual method of accounting, applied in a consistent manner, and shall reflect the net worth of the Limited Liability Company at the end of the month immediately preceding the delivery date of the notice. The assignee shall be entitled to share in the profits and losses of the Limited Liability Company, to receive distributions and to receive allocation of income, gain, or loss deduction to which the assignor was entitled, subject to the extent of the assignment. The assignee may only become a Member upon the written consent of all Members. Any attempted disposition of a Member's interest, or any part thereof, not in compliance with this Article shall be, and is declared null and void *ab initio*.

#### **ARTICLE VIII—Effective Date**

These Articles of Organization shall become effective on February 09, 1999. It has been determined that this date is within five days of the date of filing this document with the Secretary of State.

#### **ARTICLE IX—Authority of Members to Bind the Company**

Only the Members of the Limited Liability Company are authorized to bind the Limited Liability Company. In no instance may any single Member bind the Limited Liability Company to an amount greater than ten thousand dollars (\$10,000).

#### **ARTICLE X—Removal of Members**

Any Member may be removed by the affirmative vote of a majority of the Members for gross negligence, self-dealing, or embezzlement by a majority of the remaining Members. The expelled Member must receive the value of his interest as described in Article VII.

#### **ARTICLE XI—Voting**

Each Member shall enjoy voting power equal to all other Members.

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## ARTICLE XII—Allocations and Distributions

Net profits, net losses, and other items of income, gain, loss, deduction and credit shall be apportioned among the Members in proportion to their interest. Each Member's interest is equal in proportion.

## ARTICLE XIII—No Partnership Intended


The Members have formed this company in accordance with the Florida Limited Liability Company Act, Florida Statutes Chapter 608, and expressly do not intend to form a partnership. The Members do not intend to be partners to one another, or partners as to any third party.


## ARTICLE XIV—Affidavit of Membership and Contributions

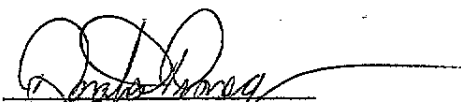
The undersigned Members of **Dinopete's, L.L.C.** certify:


1. the above named Limited Liability Company has at least one member;
2. the total amount of cash contributed by the Members is fifty thousand dollars (\$50,000);
3. no other property or cash has been contributed by any Member;
4. the total amount of cash and property contributed and anticipated to be contributed by members is fifty thousand dollars (\$50,000).

In accordance with Florida Statutes § 608.408(3), the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true on this, the 31<sup>st</sup> day of January, 1999.

  
Vito Maldero

  
Nicholas Pionegro

  
Donato Pionegro

  
Peter Pionegro

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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 STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is **Dinopete's L.L.C.**
2. The name and street address of the registered agent are:

Donato Pionegro  
4221 South State Road 7  
Hollywood, Florida 33335

Having been named as registered agent and to accept all 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. Signed this 31<sup>st</sup> day of January, 1999

  
Donato Pionegro

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