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LIMITED LIABILITY COMPANY

DICA OF MIAMI, L.L.C.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 2, 1999

EMPIRE CORPORATE KIT COMPANY

SUBJECT: DICA OF MIAMI, L.L.C.
REF: W99000007969

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 Affidavit of Membership and Contributions must include the total ANTICIPATED contributions by the members, if no contributions are anticipated, state that on the affidavit.

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

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Michelle Hodges
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ARTICLES OF ORGANIZATION
OF
DICA OF MIAMI, L.L.C.

These Articles of Organization are made for the purpose of organizing a Florida Limited Liability Company under the Florida Limited Liability Company Act (Florida Statutes Chapter 608).

1. **Name.** The name of the limited liability company is DICA OF MIAMI, L.L.C. ("Company").

2. **Duration.** The Company shall exist from the date of filing these Articles with the Department of State until the occurrence of any of the events specified in Florida Statutes Section 608.441, unless continued by the unanimous consent of all of the remaining members.

3. **Mailing Address and Street Address.** The Company's mailing and street address is 3105 Grand Avenue, Coconut Grove, FL 33133.

4. **Registered Agent and Office.** The name of the initial registered agent of the Company is Luca Mencarini. The street address of the initial registered agent of the company is 3105 Grand Avenue, Coconut Grove, FL 33133.

5. **Additional Members.** Additional members to the Company may be admitted, but only if all the current members agree to the admission of the additional members and to the terms of admission.

6. **Termination of Membership.** If a member of the Company dies, retires, resigns, is expelled, is dissolved, experiences bankruptcy, or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the remaining members may, by unanimous written agreement, continue the business of the Company.

Prepared by: Roy R. Lustig, Esq.
Fla. Bar No. 280070
2600 Douglas Road, Suite 911
Coral Gables, Florida 33134
1309442-1731

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7. Management of the Company. The management of the limited liability company is reserved to the members. The following person will initially be the day-to-day managing member:

1. Luca Mencarini, 3105 Gand Avenue, Coconut Grove, FL 33133.

8. Regulations. The members shall have the power to adopt, alter, amend, or repeals regulations of the Company containing provisions for the regulation and management of the affairs of the Company.

9. Date of Existence of the Company. The existence of the Company shall commence on the date of filing the Articles of Organization by the Florida Department of State.

The undersigned executed these Articles of Organization on April 1, 1999.

BY:

LUCA MENCARINI

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

Pursuant to the Provisions of Section 608.415, Florida Statutes, the undersigned Limited Liability Company submits the following statement in designation of the Registered Office/Registered Agent, in the State of Florida.

1. The name of the Limited Liability Company is: DICA OF MIAMI, L.L.C.
2. The name and address of the Registered Agent and office is:

Luca Mencarini
3105 Grand Avenue
Coconut Grove, FL 33133

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.

Dated this 1 day of April, 1999.


LUCA MENCARINI

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTION OF LIMITED LIABILITY COMPANY

The undersigned member or authorized representative of a member of DICA OF MIAMI, L.L.C., deposes and says:

1. The above named Limited Liability Company has four (4) initial members and the agreed value of the property contributed by each member is allocated next to their name and the description of the property as described below: No further contributions are anticipated.

a.	Luca Mencarini	\$ 62,500.00	Value of property in salon
b.	Mauro Gallo	\$ 30,000.00	Cash
		\$ 11,667.00	Technical knowledge and services
c.	Michael Walter	\$ 62,500.00	Value of property in salon
d.	MRF USA, INC.	\$ 41,667.00	Technical knowledge and services


 LUCA MENCARINI

SWORN TO AND SUBSCRIBED before me on this 1 day of April, 1999.


 Print Name:

NOTARY PUBLIC, State of Florida at Large

ROY R. LUSTIG
Notary Public - State of Florida
My Commission Expires Jan 30, 2003
Commission # CC 800483

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