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TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-04/19/98--01127--014
****337.50 ****337.50

SUBJECT: Sogni Infiniti Event Management L.C.
(Proposed L.C. name -- must include suffix)

Enclosed is an original and one (1) copy of the articles of organization and a check
For:

☐ \$285.00
& Designatkon
of R.A.

☒ \$337.50
& Designatkon
of R.A. & Certified
copy

FROM: Frederick Woodbridge, Jr.
Name (printed or typed)

100 N. Biscayne Blvd., 21st Fl.
Address

Miami, FL 33132-2304
City, State & Zip

(305) 377-3561
Daytime Telephone Number

Name	Availability
Document Examiner	
Updater	
Verifier	
Adjudgement	
Verifier	

NOTE: Please provide the original and one copy of the articles.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAY - 5 AM 10:19

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAY -5 AM 10:11

ARTICLES OF ORGANIZATION
SOGNI INFINITI EVENT MANAGEMENT, L.C.

The undersigned member desiring to form a Limited Liability Company under and pursuant to Chapter 608, Florida Statutes, entitled the Florida Limited Liability Company Act (the Act), does hereby adopt the following Articles of Organization for such Company:

1. **Name.** The name of this limited liability company is SOGNI INFINITI EVENT MANAGEMENT, L.C. (the "Company").
2. **Duration.** The period of the Company's duration shall be perpetual unless terminated earlier under the terms and conditions of the Members Agreement.
3. **Purpose.** The Company is organized for the purpose of organizing and promoting artistic events of all types and carrying on event management activities, and for the purpose of transacting all lawful activities and businesses that may be conducted by a limited liability company under the laws of Florida.
4. **Registered Agent and Office.** The name of the initial registered agent of the Company is Frederick Woodbridge, Jr., Esq., c/o Baur, Woodbridge, Reus & Klein, P.A.. The street address of the initial registered agent of the Company is New World Tower, 21st Floor, 100 N. Biscayne Boulevard, Miami, Florida 33132-2306.
5. **Principal Office: Mailing Address and Street Address.** The street address and mailing address of the Company's principal office is 407 Lincoln Road Building, Suite 6-B, 407 Lincoln Road, Miami Beach, Florida 33139.
6. **Contributions to the Company.** The initial contributions to the Company by the members are cash in the respective amounts of: Chris Paciello: \$140; Bryan Crusoe: \$140; Helvetia, L.C.: \$360; Michael Capponi: \$360.
7. **Additional Members.** Additional member(s) may be admitted to the Company by the affirmative vote of the voting members representing seventy percent (70%) of the membership interests of the Company at the time of such Member's admission but the Member's admission may be conditioned upon certain terms and conditions as more fully specified by the Member's Agreement.
8. **Termination of Membership.** Upon the death, retirement, withdrawal, resignation, expulsion, bankruptcy or dissolution of any member or as provided under the terms and conditions of the Member's Agreement.
9. **Management of the Company.** The management of the Company shall be initially reserved to the two member's whose names and addresses appear below:

<u>Name</u>	<u>Address</u>	<u>Manager Voting Percentage</u>
Helvetia, L.C.	5745 Pine Tree Drive Miami Beach, Florida 33141	51%
Michael Capponi	5745 Pine Tree Drive Miami Beach, Florida 33141	49%

10. Regulations and Operating Agreement; Members= Agreement. At the time of executing these Articles of Organization, the members of the Company shall adopt the Regulations and Operating Agreement containing all provisions for the regulation and management of this company not inconsistent with law or these Articles. The power to alter, amend or repeal the Regulations and Operating Agreement shall be vested in the member or members of this Company (as the case may be, if more than one member, by vote of members representing seventy percent (70%) of the membership interests of the Company). The members of the Company, if more than one, also may adopt a members agreement containing mutually accepted guidelines regarding the administration and governance of the Company and provisions governing the transfer of membership interests.

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

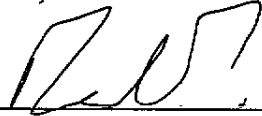
12. Transfer of Interest. No member shall have the right to transfer any interest in the Company unless authorized by a vote of the members representing seventy percent (70%) of the membership interests in the Company or otherwise as may be provided in any Members' Agreement.

13. Certificated Interests. The members' membership interests in the Company may be evidenced by certificates.

14. Amendments. These Articles may be amended from time to time by a vote of members representing seventy percent (70%) of the membership interests of the Company. All members of the Company agree to abide by the super-majority decision and agree to sign the certificate of amendment corresponding to such amendments for the purpose of filing with the Florida Department of State, consistent with the Act.

The undersigned, as member of the Company, executed these Articles of Organization effective as of the 29th day of April, 1999.

Helvetia, L.C., a Florida Limited Liability Company:

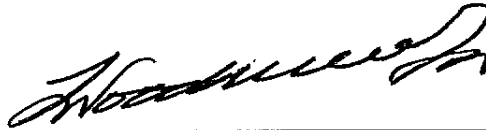
By: 
Rafael Theler, sole Manager and Authorized Signatory

SOGNI INFINITI EVENT MANAGEMENT, L.C.

ACCEPTANCE TO SERVE AS REGISTERED AGENT

The undersigned, FREDERICK WOODBRIDGE, Jr., having been named as registered agent and to accept service of process for the above-named limited liability company, at the registered office designated in the Articles of Organization, hereby accepts the appointment as registered agent and agrees and consents to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the duties and obligations of his position as registered agent.

DATED this 29th day of April, 1999.



Frederick Woodbridge, Jr.

AFFIDAVIT

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, personally appeared Rafael Theler, residing in Miami Beach, Florida, who, having been first duly sworn, deposes and says:

1. Affiant is the authorized representative of Helvetia, L.C., a member of Sogni Infiniti Event Management, L.C., a Florida limited liability company in formation (the "Company").

2. The Company has four (4) members.

3. The total amount of cash initially contributed to the Company by each member is as follows:

Chris Paciello	\$140.00
Bryan Crusoe	\$140.00
Helvetia, L.C.	\$360.00
Michael Capponi	\$360.00

4. Property other than cash has not been contributed to the Company by the members .

5. No additional contributions have been agreed upon.

This affidavit is made and given by affiant as representative of Sogni Infiniti Event Management, L.C., in accordance with Section 608.407 (2) of the Florida Limited Liability Company Act, with full knowledge of applicable Florida laws regarding sworn affidavits and the penalties and liabilities resulting from false statements and misrepresentations therein.

FURTHER AFFIANT SAYETH NAUGHT.


HELVETIA, L.C., Member:

By: 

Rafael Theler, authorized signatory of Helvetia, L.C., Member

The foregoing instrument was acknowledged before me this 29th day of April, 1999, by Rafael Theler, as representative of Helvetia, L.C., a member of Sogni Infiniti Event Management, L.C., a Florida Limited Liability Company, X who is personally known to me; or _____ who presented _____ as identification and did take an oath.


NOTARY PUBLIC

 F Woodbridge Jr
My Commission CC718544
Expires February 22, 2002