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Florida Department of State
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To:

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From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
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LIMITED LIABILITY COMPANY

A.S.P.B., L.L.C.

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**ARTICLES OF ORGANIZATION
OF
A.S.P.B., L.L.C.**

The undersigned hereby agree(s) to organize a limited liability corporation under the laws of the State of Florida, Chapter 608, with the following Articles of Organization.

**ARTICLE I
NAME**

The limited liability corporate name shall be:

A.S.P.B., L.L.C.

**ARTICLE II
EXISTENCE**

The corporation shall exist in perpetuity from the date of incorporation unless terminated earlier per Florida Statute 608.

**ARTICLE III
PURPOSE**

The corporate purpose is to conduct all lawful business and it shall possess all powers now and hereafter conferred by the laws of the State of Florida and the United States upon corporations.

**ARTICLE IV
PRINCIPAL OFFICE**

The post office address and the street address of the principal office of the limited liability corporation is: 407 Lincoln Road, Suite 2A, Miami Beach, Florida, 33139, or at any other location that the Members choose to designate.

This document was prepared by:
Douglas D. Stratton, Esquire
Florida Bar No. 240966
407 Lincoln Road, Suite 2A
Miami Beach, Florida 33139
(305) 672-7772

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ARTICLE V
INITIAL REGISTERED AGENT

The initial Registered Agent of the corporation is: Douglas D. Stratton, Esquire, 407 Lincoln Road, Suite 2A, Miami Beach, Florida, 33139, and the street address of the registered office is: 407 Lincoln Road, Suite 2A, Miami Beach, Florida, 33139.

ARTICLE VI
INITIAL BOARD OF MANAGERS

The business of the corporation shall be managed by an initial Board of Managers consisting of not fewer than one (1) person, the exact number to be determined from time to time in accordance with the by-laws. The name and address of the first Board of Managers who shall serve until the first annual meeting of the members or until their successors are elected and qualified shall be:

NAMES

ADDRESSES

Adelmo Soglia

251 Crandon Boulevard, Suite 1202
Key Biscayne, Florida 33149-1539

Pietro Bortolatti

2833 Bird Avenue, Suite B
Miami, Florida 33133

ARTICLE VII
POWERS OF MANAGER(S)

The Manager(s) shall exercise all powers conferred by law.

ARTICLE VIII
INDEMNIFICATION

The corporation shall indemnify any and all of its managers or officers against losses and expenses actually and necessarily incurred by them in connection with the defense of any suit which they are parties to by reason of their acts while in their corporate capacity.

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ARTICLE IX

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AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any or all provisions of the Articles of Incorporation in the manner now or hereafter prescribed by Florida Statutes.

ARTICLE X

MEMBERS

There are at least two Members of this corporation. The names and addresses of the initial Members of the corporation are as follows:

NAMES

ADDRESSES

Adelmo Soglia

251 Crandon Boulevard, Suite 1202
Key Biscayne, Florida 33149-1530

Pietro Bortolatti

2833 Bird Avenue, Suite B
Miami, Florida 33133

ARTICLE XI

PROPERTY CONTRIBUTED

The total amount of cash or property anticipated to be contributed by the Members is \$25,000.00. The Members have contributed cash in the sum of \$25,000.00.

ARTICLE XII

ADDITIONAL CONTRIBUTIONS TO CAPITAL

Should all Members agree at a regular or special meeting of Members of this limited liability company that additional capital is needed then, in that event, it shall be contributed by all members within a reasonable time as determined at the meeting.

ARTICLE XIII

ADDITIONAL MEMBERS

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Should all members agree at a regular or special meeting of the members of this limited liability company that additional members may be admitted, then additional members shall be admitted upon payment of cash or contribution of capital assets per the agreement of all members to accept the same.

ARTICLE XIV
CONTINUATION OF BUSINESS

Upon the death, retirement, resignation, expulsion, bankruptcy or the occurrence of any other event which would terminate the continued membership of members in this limited liability company, the other members have the right to continue the business of the company as reconstituted without the departing members, pursuant to the terms and conditions as set forth in the company's by-laws.

IN WITNESS WHEREOF, the undersigned, being the original members of the corporation, have executed these Articles of Organization this 9 day of June, 1999.

Pietro Bortolatti
PIETRO BORTOLATTI

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

BEFORE ME, the undersigned authority, personally appeared PIETRO BORTOLATTI, who produced Known to me _____ for identification and who has taken an oath and who executed the foregoing Articles of Organization and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State of Florida, the undersigned authority, personally appeared PIETRO BORTOLATTI, who produced Known to me _____ for identification and who has taken an oath and who executed the foregoing Articles of Organization and he acknowledged before me that he executed the same for the purposes therein expressed. WITNESS my hand and official seal in the County and State of Florida, the undersigned authority, personally appeared PIETRO BORTOLATTI, who produced Known to me _____ for identification and who has taken an oath and who executed the foregoing Articles of Organization and he acknowledged before me that he executed the same for the purposes therein expressed. WITNESS my hand and official seal in the County and State of Florida, the undersigned authority, personally appeared PIETRO BORTOLATTI, who produced Known to me _____ for identification and who has taken an oath and who executed the foregoing Articles of Organization and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State of Florida, the undersigned authority, personally appeared PIETRO BORTOLATTI, who produced Known to me _____ for identification and who has taken an oath and who executed the foregoing Articles of Organization and he acknowledged before me that he executed the same for the purposes therein expressed.

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Barrie J. Padulsky
NOTARY PUBLIC STATE OF FLORIDA

OFFICIAL NOTARY SEAL
BARRIE J. PADULSKY
COMMISSION NUMBER
123456789

My Commission Expires

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated limited liability corporation, at the place designated in these Articles of Organization, I hereby accept to act in this capacity, and agree to comply with the provisions in Chapter 608, Florida Statutes, relative to keeping open said office.

[Signature]
REGISTERED AGENT

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

THE UNDERSIGNED member or authorized representative of a member of A.S.P.B.,

L.L.C., deposes and says:

1. The above named limited liability company has at least two (2) members.
2. The total amount of cash contributed by the members is \$25,000.00.
3. If any, the agreed value of a property other than the cash contributed by members is \$0. A description of the property is attached and made a part hereto.
4. The amount of cash or property anticipated to be contributed by members is \$25,000.00.
5. The total amounts of 2, 3, and 4 is \$25,000.00.



PIETRO BORTOLATTI

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid, to take acknowledgments, personally appeared PIETRO BORTOLATTI who produced known to me for identification or who are personally known to me and who executed the foregoing instrument and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid on this 9 day of June, 1999.

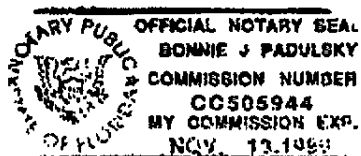
My Commission Expires:


 NOTARY PUBLIC

State of Florida

Print Name:

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