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Florida Department of State
Division of Corporations
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LIMITED LIABILITY COMPANY

PALMBO, LLC

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

TWP
July 7, 1999

FOWLER, WHITE, BURNETT, ET AL

SUBJECT: PALMBO, LLC
REF: W99000015578

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

Section 608.407(1)(e), Florida Statutes, requires the articles of organization to set forth the right, if given, of the members to admit additional members and the terms and conditions of the admissions. Reference to the operating agreement/regulations is not sufficient.

You must provide this office with the agreed value and a written description of the property and/or services you refer to in your affidavit. You may amend your affidavit to include this description or include an attachment.

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

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ARTICLES OF ORGANIZATION
OF
PALMBO, LLC

ARTICLE I

The name of this Limited Liability Company shall be: PALMBO, LLC ("This Limited Liability Company").

ARTICLE II

This Limited Liability Company shall exist in perpetuity from the date of filing the Articles of Organization with the Florida Secretary of State, unless sooner dissolved by the Member(s) or as provided by statute.

ARTICLE III

This Limited Liability Company is created for the purpose of transacting any legal and lawful business pursuant to the Florida Limited Liability Company Act.

ARTICLE IV

The place of business and the mailing address of this Limited Liability Company shall be 2111 Lake Avenue, Miami Beach, FL 33140, and such other place or places as the Member(s) from time to time may determine.

ARTICLE V

The initial amount of capital contributions (including cash and a description of the agreed fair market value of property) is \$10,000.00, which will be contributed by the Member(s). Additional contributions will be made at such times and in such amounts as may be agreed by the Member(s).

Thomas M. Parker, Esq.
Fowler, White, Burnett, Hurley,
Banick & Strickroot, P.A.
100 S.E. 2nd Street, 17th Floor
Miami, Florida 33131
ph: (305) 789-9200
Florida Bar No. 0047570

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ARTICLE VI

The Limited Liability Company will be managed by two Managing Members. The name and address of the initial Managing Members are as follows: Luigi Amedeo Palma, M.D., 2111 Lake Avenue, Miami Beach, FL 33140; and Alessandro Boniperti at c/o IVP, 692 Madison Avenue, 3rd Floor, New York, New York 10021.

ARTICLE VII

The Members may admit additional Members with the approval of all of the Members on such terms and conditions as may be approved by the Members and the additional Member to be admitted.

ARTICLE VIII

The Member(s) shall have the right to continue the Limited Liability Company and its name and its business, notwithstanding the death, bankruptcy or dissolution of a Member or occurrence of any event which terminates the continued membership of a Member in the Limited Liability Company, provided that all the remaining Members consent in writing thereto, which consent shall be obtained within ninety (90) days after the death, bankruptcy or dissolution of a Member or the occurrence of the event which terminates the continued membership of a Member in the Limited Liability Company.

ARTICLE IX

A Member's interest in the Limited Liability Company is subject to transfer or assignment, except as prohibited in the Regulations.

ARTICLE X

These Articles may be amended only by a vote of the Member(s) controlling a majority interest in the Limited liability Company.

ARTICLE XII

The street address of the Limited Liability Company's initial registered office is 100 S.E. 2nd Street, 17th Floor, Miami, Florida 33131. The name of the initial registered agent at such office is Thomas M. Parker, Esq.

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IN WITNESS WHEREOF, THE PARTIES HERETO HAVE EXECUTED THESE
ARTICLES OF ORGANIZATION.

MEMBER:
PALMA INVESTMENTS LIMITED,
a BVI company

By: 

Luigi Amedeo Palma, M.D., President

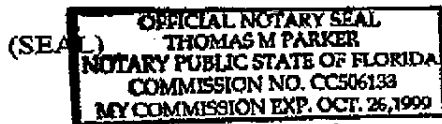
STATE OF FLORIDA)

) ss.

COUNTY OF MIAMI-DADE)

Before me personally appeared Luigi Amedeo Palma, president of Palma Investments Limited, a British Virgin Islands company, a Member of Palmbo, LLC, ☒ who is personally known to me, or ☐ who produced _____ as identification, to be the person who executed the foregoing Articles of Organization.

In witness whereof, I have hereunto set my hand and seal this 6 day of July,
1999.

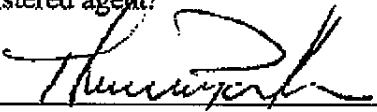

Notary PublicPrint Name: Thomas M. ParkerMy commission expires: 10/26/1999

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ACCEPTANCE OF APPOINTMENT
AS
REGISTERED AGENT

Having been named as registered agent for the above-named Limited Liability Company at the place designated in these Articles of Organization, 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.



Thomas M. Parker

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

STATE OF FLORIDA

)

)ss.

COUNTY OF MIAMI-DADE

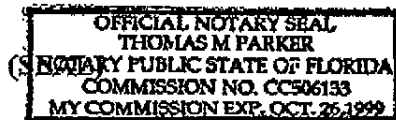
)

The undersigned, Luigi Amedeo Palma, M.D., a Managing Member of PALMBO, LLC, says:

1. The above-named Limited Liability Company has two (2) Members.
2. The total amount of cash contributed by the Members is \$5,000.00.
3. The agreed value of property other than cash contributed by each Member is \$5,000.00.
4. The total amount of cash anticipated to be contributed by Members in the future is \$0.00.

By: *Luigi Amedeo Palma*Print Name: Luigi Amedeo PalmaOffice: MANAGING MEMBER

SWORN TO AND SUBSCRIBED before me this 6 day of July, 1999, by Luigi Amedeo Palma, M.D., a Managing Member, ☒ who is personally known to me or ☐ who has produced _____ as identification.

*Thomas M. Parker*
Notary PublicPrint Name: THOMAS M. PARKERMy commission expires: 10/25/1999

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PALMBO, LLC

SCHEDULE OF PROPERTY OTHER THAN CASH TO BE CONTRIBUTED

Personal office property, including laptop computer, printer and desk - \$5,000.00

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