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**Florida Department of State
Division of Corporations
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To:

**Division of Corporations
Fax Number : (850) 205-0383**

From:

**Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
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LIMITED LIABILITY COMPANY

UPSTAIRS, L.L.C.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$155.00

**ARTICLES OF ORGANIZATION
OF
UPSTAIRS, L.L.C.**

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The undersigned, for the purpose of forming a limited liability Company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability Company shall be Upstairs L.L.C. (the "Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company shall be 170 Ocean Lane Drive, Suite 305 Key Biscayne, Florida 33149

ARTICLE III - DURATION

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall terminate not later than 2030 A.D., unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is J. Luis Quintana at 338 Minorca Avenue, Coral Gables, Florida 33134.

ARTICLE V - CAPITAL CONTRIBUTIONS

The Members of the Company shall contribute to the capital of the Company a total of \$5,000.00 in cash and/or property. No additional contributions have been agreed to at this time.

THIS INSTRUMENT PREPARED BY:
J. L. QUINTANA, ESQUIRE
QUINTANA & ASSOCIATES, P.A.
338 MINORCA AVENUE
CORAL GABLES, FL. 33134
TELEPHONE (305) 446-0300
FLORIDA BAR #768987

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PAGE TWO ARTICLES OF ORGANIZATION OF UPSTAIRS, L.L.C.

ARTICLE VI – ADDITIONAL CAPITAL CONTRIBUTIONS

The Members of the Company may make additional contributions to the Company, from time to time, as required and in accordance with the regulations of the Company ("Operating Agreement"). The Operating Agreement of the Company shall be executed by each Member of the Company and shall set forth all provisions for the affairs of the Company and the conduct of its business to the extent that such provisions are not inconsistent with law or these Articles. The Operating Agreement may from time to time be amended in accordance with the provisions contained therein.

ARTICLE VII – ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except in accordance with the Operating Agreement of the Company. A member may transfer his or her interest in the Company ("Membership Interest") only as permitted by and in accordance with the Operating Agreement of the Company. In the event of a transfer by remaining Members of his or her Membership Interest in the Company, the transferee shall have no right to participate in the management of the business and affairs of the Company or become remaining Members unless the Members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer in accordance with the Operating Agreement. All transfers (voluntary or involuntary) of Membership Interest shall be subject to the conditions and restrictions set forth in the Operating Agreement.

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ARTICLE VIII – TERMINATION OF EXISTENCE

The Company shall be dissolved on the death, bankruptcy, or dissolution of a Member, or on the occurrence of any other event that terminates the continued membership of a Member in the Company, unless the business of the Company is continued by the consent of all the remaining Members.

ARTICLE IX – MANAGEMENT

The management of the Company shall be reserved to the Members of the Company who shall manage the business and affairs of the Company in accordance with the Operating Agreement. The Members may from time to time designate certain Members as officers and/or managers to act for the Company in certain matters as specified by the Operating Agreement. The names and addresses of the Members of the Company are the following:

Jose W. Rodriguez	Anabella Sosa
1036 NE 95th Street	170 Ocean lane Drivc. # 305
Miami Shores, FL 33138	Key Biscayne, Fl. 33149

ARTICLE X - PROFITS AND LOSSES

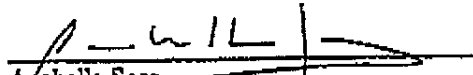
Each Member shall have an interest in the assets, gains, income, profits, and losses and deductions of the Company (inclusive of all distributions on liquidation) (the "Membership Interest") in the proportions and percentages set forth in the Operating Agreement, which interest shall be subject to the conditions and limitations set forth in the Operating Agreement.

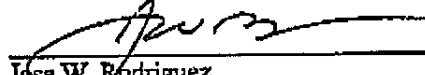
PAGE THREE ARTICLES OF ORGANIZATION OF UPSTAIRS, L.L.C.

ARTICLE XI- INDEMNIFICATION AND LIABILITY

The Company may, as determined by the Members of the Company in accordance with the Operating Agreement, indemnify and advance expenses to a Member, employee or agent of the Company in connection with any proceeding, to the extent permitted by and in accordance with applicable laws and statutes and the Operating Agreement of the Company.

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization in Miami, Florida, on this 21 day of June, 2001.

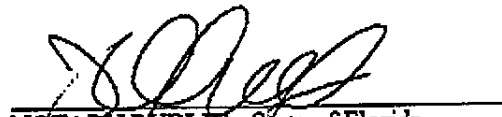

Anabella Sosa


Jose W. Rodriguez

STATE OF FLORIDA)
)
COUNTY OF DADE) ss.

Before me, a Notary Public authorized in the State and County set forth above, personally appeared Anabella Sosa and Jose W. Rodriguez known to me and known by me to be the person(s) who, as organizer(s), executed the foregoing Articles of Organization and acknowledged before me that they executed these Articles of Organization.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 21 day of June, 2001.


NOTARY PUBLIC, State of Florida
Printed Name of Notary Public
My Commission Expires:

NOTARY PUBLIC
STATE OF FLORIDA

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ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization of Upstairs LLC, as the registered agent of this limited liability Company, hereby consents to accept service of process for the above stated Company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees 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 or her duties, and is familiar with and accept the obligations of the position of registered agent.

Registered Agent



J. Luis Quintana
Quintana & Associates, P.A.
338 Minorca Avenue,
Coral Gables, Florida 33134
Tel. 305.446.0300
Fax. 305.446.2070

STATE
TALLAHASSEE, FLORIDA

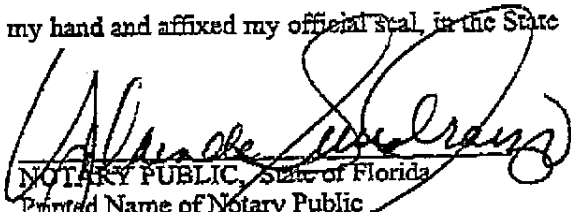
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STATE OF FLORIDA)
)
COUNTY OF DADE) ss.

Before me, a Notary Public authorized in the State and County set forth above, personally appeared J. Luis Quintana known to me and known by me to be the person who executed the foregoing Acceptance and acknowledged before me that he executed same knowingly and voluntarily.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 22nd day of June, 2001.


NOTARY PUBLIC, State of Florida
Printed Name of Notary Public
My Commission Expires:

OFFICIAL NOTARY SEAL
YOLANDA SIERRA-ARAUJO
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC757392
MY COMMISSION EXP. JULY 7, 2002

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