

L01000014979

August 21, 2001

Florida Department of State
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, Florida 32399

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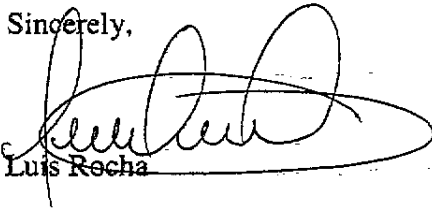
Re: **Articles of Organization of Sky Foods LLC**

Dear Madam/Sir:

Enclosed please find Articles of Organization of Sky Foods, LLC for its registration in the Florida Department of State, together with a check in the amount of US\$155.00 (which covers filing fee, designation of registered agent and a certified copy).

If you have any comments or questions, please contact me by phone at (305) 885-2080 or by mail at 6909 N.W. 52 Street, Miami, Florida 33166.

Sincerely,


Luis Rocha

Enclosure

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION

OF

SKY FOODS, LLC

a Florida limited liability company

1. The name of this limited liability company is **SKY FOODS, LLC** (the "Company").
2. The Company is being formed for the following purposes:
 - a. To engage in any and all lawful business or activity permitted under the laws of the United States and the State of Florida.
 - b. To generally have and exercise all powers, rights and privileges necessary and incident to carrying out properly the objects herein mentioned.
 - c. To do anything and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any or all of the objects hereinbefore enumerated or incidental to the purposes and powers of the company or which at any time appear conducive thereto or expedient.

This Company shall have all of the powers enumerated in the Florida Limited Liability Company Act, as amended from time to time.

3. The principal place of business and the mailing address of the Company is:

6909 N.W. 52nd Street
Miami, Florida 33166

4. The name and address of the registered agent of the Company is:

Luis Rocha
6909 N.W. 52nd Street
Miami, Florida 33166

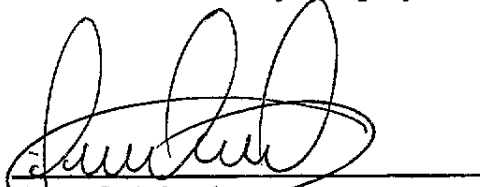
5. The Company is to be a manager- managed company.

6. The Company, with the unanimous written consent of the members, shall have the right to amend or repeal any provisions contained in these Articles of Organization or any amendments hereto. Further, the power to adopt, alter, amend or repeal the Company's operating agreement shall be vested in the Company's members.

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ACKNOWLEDGMENT OF REGISTERED AGENT

The undersigned, having been named as Registered Agent for **SKY FOODS, LLC**, at the place designated in these Articles of Organization, hereby agrees to act in such capacity and to comply with the provisions of law in relation thereto. The undersigned is familiar with the obligations of a Registered Agent under the Florida Limited Liability Company Act.



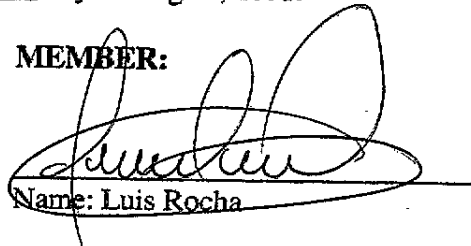
Name: Luis Rocha

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7. The Company shall indemnify any and all of its managers, officers, employees or agents or former officers, employees or agents or any person or persons who may have served at its request as a manager, officer, employee or agent of another company, corporation, partnership, joint venture, trust or other enterprise in which it owns an equity interest or of which it is a creditor, to the full extent permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceedings, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or his legal representative may be made a party or may be threatened to be made a party, by reason of his being or having been a manager, officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any member, manager, officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

IN WITNESS WHEREOF, the undersigned member of **SKY FOODS, LLC**, has executed these Articles of Organization this 23 day of August, 2001.

MEMBER:



Name: Luis Rocha

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