

Division of Corporations Page 1 of 2
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Florida Department of State
Division of Corporations
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From: Account Name : BEATRIZ M. CAPOTE, P.A.
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03 JAN 13 AM 10:30
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LIMITED LIABILITY COMPANY
DOWNTIME RESTAURANT & BAR, LLC

Certificate of Status	0
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Page Count	04
Estimated Charge	\$125.00

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**ARTICLES OF ORGANIZATION
OF**

DOWNTIME RESTAURANT & BAR, LLC

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a limited liability company under the laws of the State of Florida do set forth the following:

1. NAME.

The name of the Limited Liability Company is: **DOWNTIME RESTAURANT & BAR, LLC.**

2. ADDRESS OF PRINCIPAL OFFICE.

The mailing address and street address of the principal office of the Limited Liability Company is: 2200 N.E. 2 Avenue, Miami, FL 33137.

3. NAME AND ADDRESS OF REGISTERED AGENT.

The name and address of the initial registered agent in Florida for the Limited Liability Company is: Beatriz M. Capote, Esq., 799 Brickell Plaza, Suite 700, Miami, FL 33131.

4. PERIOD OF DURATION.

The period of duration of the Limited Liability Company shall be from the date of filing until the first to occur of the following:

- (i) Thirty (30) years from the date of filing of these Articles of Organization with the Department of State, or
- (ii) Dissolution of the Limited Liability Company pursuant to provisions of the Florida Limited Liability Company Act.

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5. PURPOSE.

The purpose for which the Limited Liability Company is organized is to engage in any and all businesses and activities permitted by the laws of the State of Florida. The Limited Liability Company shall have all of the powers vested in a limited liability company organized and existing by virtue of such laws.

6. ADDITIONAL MEMBERS.

Members may admit additional members upon unanimous agreement of the then existing members.

7. CONTINUITY OF BUSINESS.

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company, the business of the Limited Liability Company shall not be continued and the Limited Liability Company shall be dissolved unless there is obtained the consent of all the remaining members of the Limited Liability Company.

8. MANAGEMENT.

The Limited Liability Company is to be managed by a manager. The name and address of such manager who is to serve as manager until the first annual meeting of members or until her successors are elected and qualified is as follows:

Ararat Avanesiyan
2980 Virginia Street
Miami, FL 33133

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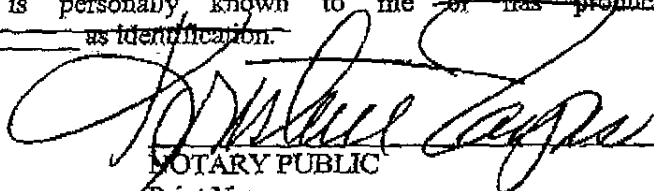
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Executed on this 13th day of January, 2003, by the undersigned member of
DOWNTOWN RESTAURANT & BAR, LLC.


ARARAT AVANESYAN

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 13 day of January, 2003, by
ARARAT AVANESYAN. He is personally known to me ~~or has produced~~
~~as identification.~~


NOTARY PUBLIC
Print Name: _____

My commission expires:



Kristine Zayas
Commission #DD169657
Expires: Jan 11, 2007
Bonded Thru
Atlantic Bonding Co., Inc.

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**CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/ REGISTERED AGENT, IN THE STATE OF FLORIDA.

The name of the limited liability company is: **DOWNTIME RESTAURANT & BAR, LLC.**

The name and address of the registered agent and office is:

**Beatriz M. Capote, Esq.
799 Brickell Plaza, Suite 700
Miami, FL 33131**

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED LIMITED LIABILITY COMPANY AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.


BEATRIZ M. CAPOTE, ESQ.

1-13-03
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