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STATE
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(Requestor's Name)

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PICK-UP WAIT MAIL

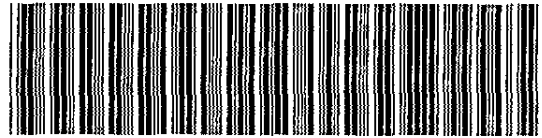
(Business Entity Name)

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FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

FILED
03 DEC -8 PM 1:15
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

November 17, 2003

DANNY P. BAEZ
1359 SW 23 ST.
MIAMI, FL 33145

SUBJECT: RED BAR, LLC
Ref. Number: W03000034111

We have received your document for RED BAR, LLC. However, the document has not been filed and is being returned for the following:

The fees to file a Florida Limited Liability Company or register a Foreign Limited Liability Company are as follows: \$100 filing fee; and \$25 registered agent designation fee. Please include an additional \$30 for each certified copy requested (optional) and \$5.00 for each certificate of status requested (optional).

There is a balance due of \$125.00.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6094.

Agnes Lunt
Document Specialist

Letter Number: 903A00062190

**ARTICLES OF ORGANIZATION
OF
RED BAR, LLC**

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CLERK OF STATE
TALLAHASSEE, FLORIDA

Pursuant to s. 608.407, Florida Statutes, the undersigned does hereby submit these Articles of Organization for the purpose of forming a limited liability company.

**ARTICLE I
NAME**

The name of the limited liability company is: RED BAR, LLC (the 'Company').

**ARTICLE II
ADDRESS**

The mailing address and street address of the principal office of the Limited Liability Company is:

540 E. McNAB ROAD
POMPANO BEACH, FL 33060

**ARTICLE III
DURATION**

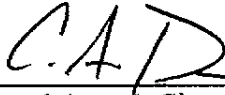
If not dissolved prior, by either instruction contained within the operating agreement or by elective or administrative dissolution, this limited liability company is to dissolve no later than December 31, 2028.

**ARTICLE IV
REGISTERED AGENT**

The name and the Florida street address of the registered agent are:

C. Anthony Rumore, Esq.
540 East McNab Road
Suite: C
Pompano Beach, FL 33060

Having been named as registered agent and 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 as provided for in Chapter 608, Florida Statutes.



Registered Agent's Signature

03 DEC -8 PM 1:15
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CLERK OF DISTRICT COURT
MIAMI, FLORIDA

ARTICLE V PURPOSE

The purpose of the limited liability company is to engage in any lawful activity permitted by the laws of this state.

ARTICLE VI INITIAL MANAGEMENT

RED BAR, LLC, is to be a **Member-Managed** Limited Liability Company. All members by virtue of their status as members may be managers of this limited liability company. The Members reserve the right to appoint or elect a manager or managers in accordance with powers enumerated in the operating agreement.

ARTICLE VII INITIAL MEMBERS

The names and addresses of the initial Members / Managers of the Company are:

MIDA HOLDING, INC.
1359 S.W. 23RD STREET
MIAMI, FL 33145

COURTLAND T. McQUIRE
4100 GALT OCEAN DR. #1206
FT. LAUDERDALE, FL 33308

ARTICLE VIII ADMISSION OF NEW MEMBERS

Except as otherwise provided in the operating agreement, no person may be admitted as a member unless a **majority-in-interest** of the members consent in writing to the admission of the additional member.

**ARTICLE IX
MEMBERSHIP CLASSES**

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TALLAHASSEE, FLORIDA

Pursuant to s. 608.4231, Florida Statutes, and further provided for in the written operating agreement, the Company will be comprised of initially, two classes of members, voting and non-voting. The Members-Managers executing these articles shall be voting members, and the Company reserves the right to create additional classes of members with designated rights, powers, and duties including additional member classes having no voting rights.

**ARTICLE X
INDEMNIFICATION**

Subject to the provisions of s. 608.4229, Florida Statutes or provisions of the written operating agreement, the Company shall indemnify and hold harmless any member, manager or other person from and against any and all claims and demands whatsoever arising in connection with the Company.


IN WITNESS WHEREOF, the undersigned executes these Articles of Organization this 20TH day of OCTOBER, 2003.

MANAGING MEMBER:
MIDA HOLDING, INC.

By:


Daniel P. Baez, President

MANAGING MEMBER:


Courtland T. McQuire