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From:

Account Name : EMPIRE CORPORATE KIT COMPANY

Account Number: 072450003255 Phone : (305) 634-3694

Fax Number : (305)633-9696

LIMITED LIABILITY COMPANY

104 shops, llc

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$155.00



FLORIDA DEPARTMENT OF STATE Glenda E. Hood Secretary of State

September 24, 2004

EMPIRE

SUBJECT: 104 SHOPS, LLC

REF: W04000035469

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





ARTICLES OF ORGANIZATION OF

104 SHOPS, LLC

ARTICLE I

The name of this Limited Liability Company shall be 104 SHOPS, LLC (the "Company").

ARTICLE II DURATION

The Company shall exist perpetually, unless sooner dissolved or extended further in a manner provided by law, or as provided in the regulations adopted by the members (the "Regulations").

ARTICLE III PURPOSE

The Company is created for the purpose of transacting and engaging in any activity or business authorized under the Florida Statutes.

ARTICLE IV PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Company shall be 901 Ponce de Leon Boulevard, Suite 603, Coral Gables, Florida 33134, and such other place or places as the members from time to time may determine. The mailing address of the Company is the same.

ARTICLE V INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The initial registered agent of the Company shall be William H. Albornez The address of the initial registered agent is 901 Ponce de Leon Boulevard, Suite 603, Coral Gables, Florida 33134.

ARTICLE VI MANAGEMENT

The Company will be managed by a manager or managers who may be, but are not required to be, a member of the Company. The name and address of the manager who will serve as manager until the first annual meeting of the members or until his successor is selected and qualified in accordance with the Regulations is:

HUE

FILED

JUAN OSORNO 901 Ponce De Leon Boulevard Suite 603 Coral Gables, Florida 33134

ARTICLE VII NEW MEMBERS

No additional members shall be admitted to the Company, and no member may transfer his or her interest in the Company, except, in either case as set forth in the Regulations, and if there are no Regulations then in effect, by unanimous consent of all of the members. No transferee shall have the right to participate in the management of the business and affairs of the Company or become a member unless admitted as a member upon such terms and conditions as set forth in the Regulations, and if no regulations are in effect, upon the unanimous consent of all of the members. Contributions of new members shall be determined as of their time of admission to the Company.

ARTICLE VIII DISSOLUTION AND MEMBERS RIGHTS TO CONTINUE BUSINESS

The Company shall be terminated and dissolved upon:

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(B) the expiration of the term of the Company; or

(C) the death, retirement, or resignation of a member, if the remaining members do not vote unanimously to continue the business of the Company.

IN WITNESS WHEREOF, the undersigned have caused these Articles of Organization to be executed on the _______ day of September, 2004, effective upon filing same with the Florida Department of State.

Juan Osomo, Manager

20:11 P002-PZ-d3S

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned hereby accepts the appointment of registered agent contained in the foregoing Articles of Organization.

William H. Albornoz, Esquire

SECKLIGARY OF STATE
TALLAHASSEE, FLORIDA

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