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Alberto Torres  
828 - Garnett Cir  
Weston FL 33326

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Dueto Seafood Restaurant, L.L.C.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- Walk in       Pick up time \_\_\_\_\_       Certified Copy  
 Mail out       Will wait       Photocopy       Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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Examiner's Initials	
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**ARTICLES OF ORGANIZATION**

**ARTICLE I--Name**

The name of the limited liability company is **Dueto Seafood Restaurant, L.L.C.**

**ARTICLE II--Address**

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

Dueto Seafood Restaurant, L.L.C.  
1342 SW 160<sup>th</sup> Avenue  
Sunrise, Florida 33326

**ARTICLE III--Duration**

The Limited Liability Company shall continue in perpetuity.

**ARTICLE IV--Management**

The Limited Liability Company is to be managed by the Members, and the Members are:

Albert Torres  
828 Garnet Cir.  
Weston, Florida 33326

Mario Duran  
707 Cresent Way  
Weston, Florida 33326

Vicky Duran  
707 Cresent Way  
Weston, Florida 33326

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**ARTICLE V--Additional Members**

Additional Members may be admitted to the Limited Liability Company only upon the written consent of all Members.

**ARTICLE VI--Members' Rights to Continue Business**

In the event any Member of the Limited Liability Company becomes unable to perform his duties due to death, retirement, resignation, expulsion, incompetency, 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 remaining Members shall have the exclusive right to continue the business. Nothing in this Article prevents any Member from disposing of his interest by devise. However, a devisee may not become a Member without the written consent of each remaining Member. A devisee is entitled to share in the profits and losses of the Limited

Liability Company, to receive distributions and to receive allocation of income, gain, or loss deduction to which the deviser was entitled.

**ARTICLE VII—Assignment**

No Member may assign, sell, transfer, pledge or in any manner dispose of his interest in the Limited Liability Company without first giving written notice to each Member. The remaining Member or Members shall have the right to redeem the departing Member's interest by paying the departing Member the proportional book value of his interest within thirty (30) days from the receipt of the notice. If the remaining Member or Members fail to exercise this option, the Member may dispose of his interest in any manner he desires. The book value of the shares shall be computed using the Limited Liability Company's usual method of accounting, applied in a consistent manner, and shall reflect the net worth of the Limited Liability Company at the end of the month immediately preceding the delivery date of the notice. The assignee shall be entitled to share in the profits and losses of the Limited Liability Company, to receive distributions and to receive allocation of income, gain, or loss deduction to which the assignor was entitled, subject to the extent of the assignment. The assignee may only become a Member upon the written consent of all Members. Any attempted disposition of a Member's interest, or any part thereof, not in compliance with this Article shall be, and is declared null and void *ab initio*.

**ARTICLE VIII—Effective Date**

These Articles of Organization shall become effective on July 29, 1999. It has been determined that this date is within five days of the date of filing this document with the Secretary of State.

**ARTICLE IX—Authority of Members to Bind the Company**

Only the Members of the Limited Liability Company are authorized to bind the Limited Liability Company. In no instance may any single Member bind the Limited Liability Company to an amount greater than ten thousand dollars (\$10,000).

**ARTICLE X—Removal of Members**

Any Member may be removed by the affirmative vote of a majority of the Members for gross negligence, self-dealing, or embezzlement by a majority of the remaining Members. A Member shall not be removed against his or her will for any other reason. The expelled Member must receive the value of his interest as described in Article VII.

**ARTICLE XI—Voting**

Each Member shall enjoy voting power equal to all other Members.

**ARTICLE XII—Allocations and Distributions**

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Net profits, net losses, and other items of income, gain, loss, deduction and credit shall be apportioned among the Members in proportion to their interest. Each Member's interest is equal in proportion.

### ARTICLE XIII—No Partnership Intended

The Members have formed this company in accordance with the Florida Limited Liability Company Act, Florida Statutes Chapter 608, and expressly do not intend to form a partnership. The Members do not intend to be partners to one another, or partners as to any third party.

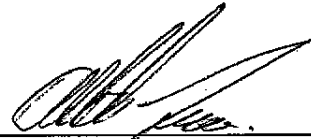
### ARTICLE XIV—Affidavit of Membership and Contributions

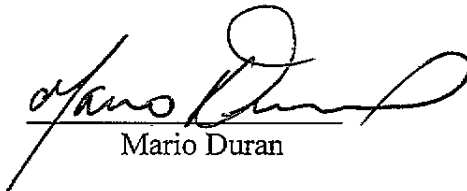
The undersigned Members of **Dueto Seafood Restaurant, L.L.C.** certify:

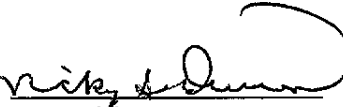
1. the above named Limited Liability Company has at least one member;
2. the total amount of cash contributed by the Members is twenty five thousand dollars (\$25,000);
3. no other property or cash has been contributed by any Member;
4. the total amount of cash and property contributed and anticipated to be contributed by members is twenty five thousand dollars (\$25,000).

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In accordance with Florida Statutes § 608.408(3), the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true on this, the 20th day of July, 1999.

  
Albert Torres

  
Mario Duran

  
Vicky Duran

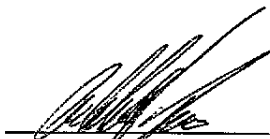
## CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is **Dueto Seafood Restaurant, L.L.C.**
1. The name and street address of the registered agent are:

Albert Torres  
1342 SW 160<sup>th</sup> Avenue  
Sunrise, Florida 33326

Having been named as registered agent and to accept all 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. Signed this 20th day of July, 1999

  
Albert Torres

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