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SUITE 960 MIAMI, FLORIDA 33131

LESLIE ALAN ROZENCWAIG ROSARIO FERRERO - CARR

TELEPHONE (305) 379-6100 TELEFAX (305) 379-6808 E-Mail: BIZLITLAW@aol.com

November 21, 2001

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PERSONAL AND CONFIDENTIAL

Secretary of State Division of Corporations P.O. Box 6327 Tallahassee, Florida 32314

RE: Our Client File Number 1096(i)

Dear Sir, or Madam:

Enclosed please find the original as well as a copy of the Articles of Organization of El Tropico Kendall, L.L.C. and a check in the amount of One Hundred Twenty-Five Dollars (\$125.00) representing the filing fee. Please process the same accordingly.

Cordially,

LESLIE ALAN ROZENCWAIG, F

ROSARIO FERRERO-CARR, ESQ

For the Firm

RFC/cg Enclosures

W1-20505

ARTICLES OF ORGANIZATION OF EL TROPICO KENDALL, L.L.C.

Article I Name

The name of the Limited Liability Company is: EL TROPICO KENDALL, L.L.C.

Article II Address

The mailing address and street address of the principal office of the Limited Liability Company is: 12502 S.W. 88th Street, Miami, Florida 33186.

Article III Registered Agent

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

Leslie Alan Rozencwaig, P.A. One S.E. Third Avenue, Suite 960 Miami, Florida 33131

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.

eslie Alan Rozencwaig, Est

Article IV Management

(CHECK BOX IF APPLICABLE)

The Limited Liability Company is to be managed by one manager or more managers and is therefore, a manager-managed company.

Eduardo Gutierrez

Member/Authorized representative of Member (In accordance with Section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true)

Article V Managing Member

The managing member is Eduardo Gutierrez, whose address is 12502 S.W. 88th Street, Miami, Florida 33186.