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LIMITED LIABILITY COMPANY

Graziano's Gourmet in the Gables, LLC

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J. BRYAN: OCT 12 2005

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## ARTICLES OF ORGANIZATION

### Article I. Name

The name of this Florida limited liability company is:  
Graziano's Gourmet in the Gables, LLC

### Article II. Address

The Company's street and mailing address is:  
Graziano's Gourmet in the Gables, LLC  
9211 SW 40 Street  
Miami FL 33165

### Article III. Registered Agent

The name and street address of the Company's registered agent is:  
Francisco Mazza  
9211 SW 40 Street  
Miami FL 33165

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### Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Anthony J. (Tony) Perez, Esq. | FL Bar Member  
Perez & Perez, P.L.  
100 Almeria Avenue, Suite 200  
Coral Gables FL 33134  
305-443-2144

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Article V. Distribution of Profits

Unless otherwise provided in the Company's Operating Agreement, there shall not be any distribution of profits unless each separate distribution is approved by the affirmative vote of members who own more than 50% of the voting interest in the Company. The voting members shall have complete discretion on when and if to approve any distribution of profits.

Article VI. Management

This will be a manager-managed company. The name and address of each manager is:

MARIO GRAZIANO  
9211 SW 40 Street Miami FL 33165

Article VII. Company Existence

The Company's existence shall begin effective as of 10/11/2005.

The undersigned authorized representative of a member executed these Articles of Organization on 10/11/2005.



ANTHONY J. (TONY) PEREZ, ESQ.

by D. Stout as attorney-in-fact

Anthony J. (Tony) Perez, Esq. | FL Bar Member  
Perez & Perez, P.L.  
100 Almeria Avenue, Suite 200  
Coral Gables FL 33134  
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## STATEMENT OF REGISTERED AGENT


### LIMITED LIABILITY COMPANY:

Graziano's Gourmet in the Gables, LLC

### REGISTERED AGENT/OFFICE:

Francisco Mazza  
9211 SW 40 Street  
Miami FL 33165

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

  
FRANCISCO MAZZA  
by D. Stoutt as attorney-in-fact

Date: 10/11/2005.

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