

L0000000 6174

Florida Department of State
Division of Corporations
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Katherine Harris, Secretary of State

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To:
Division of Corporations
Fax Number : (850) 922-4003

From:
Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

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00 MAY 26 AM 11:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LIMITED LIABILITY COMPANY
GROCERIES INTERNATIONAL, L.L.C.

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

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**ARTICLES OF ORGANIZATION
OF
GROCERIES INTERNATIONAL, L.L.C.**

We, the organizers hereof, do hereby execute these Articles of Organization of Groceries International, L.L.C. a limited liability company organized under and pursuant to the Provisions of Chapter 608, Florida Statutes, 1987.

ARTICLE I - NAME

The name of limited liability company is: Groceries International, L.L.C.

ARTICLE II - EXISTENCE

This limited liability company shall exist from the date of the filing of these articles of organization with the Department of State, Tallahassee, Florida, or such other offices thereof authorized to accept same, and for a maximum period of thirty (30) years from the date of filing hereof, unless otherwise terminated prior thereto in accordance with the law.

ARTICLE III - PURPOSE OF ORGANIZATION

This company is organized for the express purpose of distributing and selling miscellaneous products and for any and all other acts or purposes permitted under Section 608-404, Florida Statute, 1987 and under any and all other applicable or governing laws of the State of Florida except as any of the foregoing acts and/or purposes may be otherwise barred or restricted by law.

ARTICLE IV - PLACE OF BUSINESS AND REGISTERED AGENT

(A) Place of business: the company's place of business within the state of Florida is at the following address:

Place of business

1450 Madruga Avenue # 200
Coral Gables, FL 33134

Mailing Address:

1450 Madruga Avenue # 200
Coral Gables, FL 33134

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PAGE TWO
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(B) Registered agent: The name and address of the Registered Agent of the company is:

Diego Uribe
8204 SW 179 Terrace
Miami, FL 33157

ARTICLE V - ADMISSION OF NEW MEMBERS

Unless otherwise herein specified, no new members shall be admitted to the company during the term of its existence. Additional members may be admitted only at such times and on such terms as they may unanimously agree.

ARTICLE VII-CONTINUATION AFTER INVOLUNTARY TERMINATION

In the event of termination of the company due to death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or any other event which involuntarily terminates the company, i.e., without the consent of majority of the ownership in the company, then and in that event the remaining and/or surviving members shall be fully entitled to continue the business of the company provided that not less than a majority of the ownership interests then remaining shall have agreed to do so in writing.

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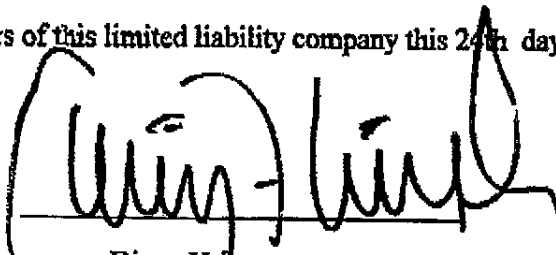
PAGE THREE
ARTICLES OF ORGANIZATION
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ARTICLE VIII-MANAGEMENT OF THE COMPANY

A) Management by Member: Unless otherwise specifically stated herein, management of the company shall be reserved to and be by the members of the company. The names of the members of the company are:

<u>Name</u>	<u>Address</u>
Diego Uribe	8204 SW 179 Terrace Miami, FL 33157
Hector del Castillo	3990 Kumquat Ave Coconut Grove, FL 33133
Orlando Cueter	2531 Morrison Ave Mississauga, Ontario Canada L5C3J6

IN WITNESS WHEREOF, we have hereunto affixed our respective hands and seals as organizers of this limited liability company this 24th day of May, 2000.


Diego Uribe

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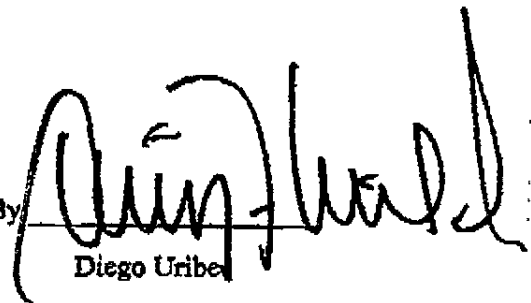
**PAGE FOUR
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GROCERIES INTERNATIONAL, L.L.C.**

ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent to accept service of process for the above named Limited Liability Company, at the place designated in the Articles of Organization, I hereby agree to act in this capacity, and I further agree to provide the company with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated this 24th day of May 2000

By

A handwritten signature in black ink, appearing to read "Diego Uribe", written over a horizontal line.

Diego Uribe

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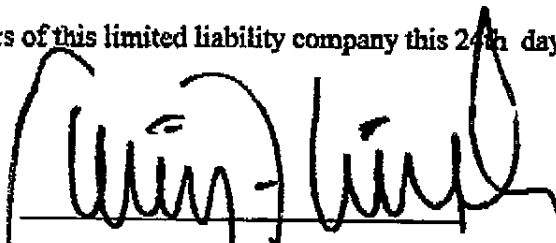
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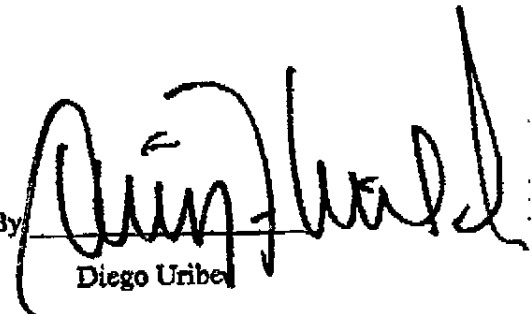
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