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May 23, 2000

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\*\*\*\*160.00 \*\*\*\*160.00

Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

MJH

RE: ANGEL'S WINE AND CIGAR EMPORIUM, L.L.C.  
(Proposed Limited Liability Company name)

Dear Sir or Madam:

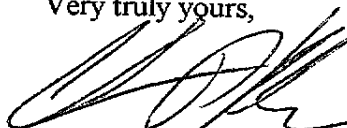
Enclosed is the original and one (1) copy of ANGEL'S WINE AND CIGAR  
EMPORIUM, L.L.C.

with my check in the amount of \$160.00 for articles of organization of Florida Limited Liability  
Company, including:

\$100.00	Filing fee for Articles of Organization and Affidavit.
\$ 25.00	Designation of Registered Agent
\$ 5.00	Certificate of Status
\$ 30.00	Certified copy of Articles

I understand a letter of acknowledgment will be issued free of charge.

Very truly yours,



CHRISTOPHER P. KELLEY

00 MAY 26 PM 4:22  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

CPK:rd  
Enclosures

**ARTICLES OF ORGANIZATION FOR FLORIDA  
LIMITED LIABILITY COMPANY**

**ARTICLE I  
NAME**

The name of the Limited Liability Company is:

**ANGEL'S WINE AND CIGAR EMPORIUM, L.L.C.**

**ARTICLE II  
ADDRESS**

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

260 Crandon Boulevard, Unit 39  
Key Biscayne, FL 33149

**ARTICLE III  
REGISTERED AGENT, REGISTERED OFFICE,  
& REGISTERED AGENT'S SIGNATURE**

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

CHRISTOPHER P. KELLEY  
(name)

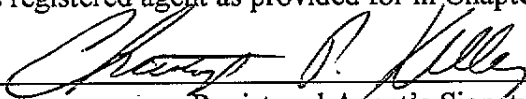
11098 Biscayne Boulevard, Suite 205  
(Florida street address)

Miami, FL 33161  
(City/State/Zip)

00 MAY 26 PM 4:22

SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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 as provided for in Chapter 608, F.S.



Registered Agent's Signature

**ARTICLE IV**  
**MANAGEMENT**

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

A handwritten signature in black ink, appearing to be "JUAN VAYAS", written over a horizontal line.

Signature of a member or an authorized representative of a member

(In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated are true.)

JUAN VAYAS

Typed or printed name of signee