

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

8/9/00 9:01 AM

ARTICLES OF ORGANIZATION
FOR LIMITED LIABILITY COMPANY

ARTICLE I - Name

The name of the Limited Liability Company is: FiestaWarehouse.com, LLC

ARTICLE II
Address

The mailing address and street address of the principal office of the Limited Liability Company is 10900 SW 102 Court, Miami, Florida 33176.

ARTICLE III
Duration

The period of duration for the Limited Liability Company shall be for ninety nine (99) years.

ARTICLE IV
Management

The Limited Liability Company is to be managed by the members. The member names, addresses and management ownership proportions are as follows:

Rafael R. Fiol
10900 SW 102 Court
Miami, Florida 33176
50%

Sandra M. Fiol
9844 SW 123 Terrace
Miami, Florida 33176
50%

ARTICLE V
Admission of Additional Members

Members shall have the right to admit additional members according to the following terms and conditions: All members are required to vote on whether to admit any additional members. Members may conduct these matters telephonically, where a roll call will be taken for record keeping purposes. Each member's vote shall be weighted in proportion to the member's ownership percentage in accordance with Article IV.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI
Members Rights to Continue Business

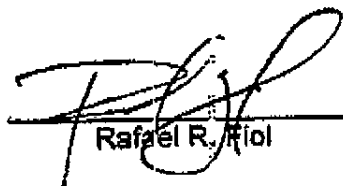
Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company, the member or his estate must proffer his shares to the other member(s) with an asking price as determined by the operating agreement. The remaining members will then have the right to either (i) accept the asking price and purchase the outgoing members shares, or (ii) proffer their own shares to the outgoing member for the same price, prorated based on their ownership percentage(s) at the time of the occurrence.

ARTICLE VII
REGISTERED AGENT

The name and street address of the initial registered agent of the Corporation is:

David L. Hatton
2250 S.W. 3rd Avenue, 5th Floor
Miami, Florida 33129

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Organization this 8th day of August, 2000.


Rafael R. Riol

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CLERK OF STATE
TALLAHASSEE, FLORIDA

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is FIESTAWAREHOUSE.COM, LLC.
2. The name and address of the registered agent and office is:

David L. Hatton
2250 S.W. 3rd Avenue, 5th Floor
Miami, Florida 33129

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 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.



David L. Hatton

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CLERK OF STATE
TALLAHASSEE, FLORIDA

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STATE OF FLORIDA)
) S.S.
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Rafael R. Fiol, to me known or who has produced ~~Florida License F-00-736-66-048-9~~ as identification, to be the sworn described in and who subscribed to the above Articles of Organization, and who did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned.

SWORN TO and SUBSCRIBED before me, in the County and State last aforesaid on this 8th day of August, 2000.


NOTARY PUBLIC,
State of Florida

My Commission Expires:

FILED
00 AUG -9 AM 10:07
SECRETARY OF STATE
TAMM ALMOND
DAVID L. HESTER
My Commission 00387180
Expires November 11, 2003

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