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

From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

LIMITED LIABILITY COMPANY

GALES, L.L.C.

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TALLAHASSEE FLORIDA

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

September 20, 2000

EMPIRE CORPORATE KIT

SUBJECT: GALES, L.L.C.
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TALLAHASSEE FLORIDA

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The registered agent must sign accepting the designation.

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6958.

Lee Rivers
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Letter Number: 500A00049747RECEIVED
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TALLAHASSEE FLORIDA



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

September 25, 2000

EMPIRE CORPORATE KIT

SUBJECT: GALES, L.L.C.
REF: W00000023055

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

As explained in our previous letter, we no longer file affidavits for limited liability companies. When you resubmit your document, please be sure that there is no affidavit in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6958.

Lee Rivers
Document Specialist

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Letter Number: 200A00050240

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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ARTICLES OF ORGANIZATION
GALES L.L.C.

The undersigned, desiring to form a Limited Liability Company under and pursuant to Chapter 608, Florida Statutes, entitled the Florida Limited Liability Company Act (the Act") does hereby adopt the following Articles of Organization for such Company:

1. Name. The name of this limited liability company is GALES, L.L.C. (the "Company").
2. Duration. The Company shall exist from the date of filing of these Articles of Organization with the Department of State until the earlier of (i) thirty (30) years from the date of filing or (ii) the occurrence of any of the events specified in Florida Statutes Section 608.441, unless continued by the unanimous consent of all the remaining members.
3. Purpose. The Company is organized for the purpose of transaction all lawful activities and businesses that may be conducted by a limited liability company under the laws of Florida.
4. Registered Agent and Office. The name of the initial registered agent of the Company is CANDELARIA RAMIREZ. The Street Address of the initial registered agent of the Company is 4521 N. Ocean Drive, Lauderdale-By-The-Sea, Florida 33308.
5. Principal Office; Mailing Address and Street Address. The street address is 4521 N. Ocean Drive, Lauderdale-By-The-Sea, Florida 33308.. The mailing address is 4521 N. Ocean Drive, Lauderdale-By-The-Sea, Florida 33308.
6. Contributions to the Company. The total amount of cash initially contributed to the Company by the members is as follows: CANDELARIA RAMIREZ TRUST \$1000.00; No additional contributions have been agreed upon.
7. Additional Members. The member shall have the right to admit additional members to the Company by majority vote of members at the time of admission.
8. Termination of Membership. Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event that terminates the continued membership of a member in the Company, the Company shall be dissolved unless the remaining members, by the procedures specified in the Company's Operating Agreement, consent to continue the business of the Company.
9. Management of the Company. The business of the Company shall be managed by its members in proportion to their contributes to the capital of the Company as adjusted from time to time properly to reflect any additional contributions or withdrawals by the

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TALLAHASSEE FLORIDA

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member or any additional members, as otherwise provided in their operating agreement. The name and address of the initial managing member are as follows:

Name:

CANDELARIA RAMIREZ TRUST:
4521 N. Ocean Drive, Lauderdale-By-The-Sea, Florida 33308

10. Regulations and Operating Agreement. At the time of executing these Articles of Organization, the member of the Company shall adopt an operating agreement containing all provisions for the regulation and management of this Company not inconsistent with law or these articles. The power to alter, amend or repeal the Operating Agreement shall be vested in the member of this Company (or, subsequently, members, as the case may be, if decided by majority vote). The members of the Company is more than one also may adopt a members agreement containing mutually accepted guidelines regarding the administration and governance of the Company.

11. Date of Existence of the Company. The existence of the Company shall commence on the date of filing of the Articles of Organization with the Florida Department of State.

12. Transfer of Interest. No member shall have the right to transfer any interest in the Company by majority vote of the members.

13. Certificated Interests. The members' interests in the Company may be evidenced by certificates.

14. Amendments. These articles, except with respect to the vested rights of the members, may be amended from time to time by a majority in interest of the members of the Company. All members of the Company agree to abide by the majority decision and agree to sign the certificate of amendment corresponding to such amendments for the purpose of filing with the Florida Department of State, consistent with the Act.

The undersigned, as member of the Company, executed these Articles of Organization effective as of the 11th day of September 2000.

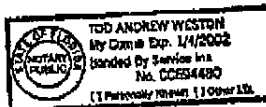
By: [Signature]
CANDELARIA RAMIREZ

State of Florida

County of Broward

The foregoing instrument was acknowledged before me this 11th day of September 2000 by Candelaria Ramirez who produced a FL Driver's license as identification and who did not give an oath.

Notary



I Candelaria Ramirez hereby accept the position of Registered Agent for Galas LLC

[Signature]
State of Florida
County of Broward

H00000049881
The foregoing instrument was acknowledged before me this 11th day of September 2000 by Candelaria Ramirez who produced a FL Driver's

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TALLAHASSEE FLORIDA



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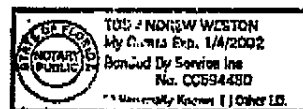
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SEAL OF THE STATE
TALLAHASSEE FLORIDA

FURTHER AFFIANT SAYETH NAUGHT
CANDELARIA RAMIREZ TRUST

By: [Signature]
CANDELARIA RAMIREZ, Trustee

The foregoing instrument was acknowledged before me this
11/17 day of September 2000, by CANDELARIA RAMIREZ, Trustee for
CANDELARIA RAMIREZ TRUST and [Signature] as identification and
did not take an oath.

Notary



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