

L00000015380

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- 1. EL TROPICO LLC  
(Corporation Name) (Document #)
- 2. change article #  
(Corporation Name) (Document #)
- 3. per Ed Tribble 12/13/00 700003498007-1  
(Corporation Name) (Document #) -12/13/00--01001--005  
\*\*\*155.00 \*\*\*155.00
- 4.  
(Corporation Name) (Document #)

- Walk in  Pick up time  Certified Copy
- Mail out  Will wait  Photocopy  Certificate of Status

NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

00 DEC 12 AM 8:44

APPROVED  
AND  
FILED

RECEIVED  
00 DEC 12 PM 3:21  
DIVISION OF CORPORATION

Examiner's Initials *VB*

12-B-00

**ARTICLES OF ORGANIZATION**

**OF**

**EL TROPICO LLC**

**ARTICLE I**

**Name**

The name of this limited liability company is EL TROPICO LLC (hereinafter "the Company").

**ARTICLE II**

**Address**

The mailing address <sup>and</sup> of the Company's principal office is 2665 South Bayshore Drive, Suite 703, Miami, Florida 33133.

**ARTICLE III**

**Duration**

The Company's existence shall commence upon the filing of these Articles of Organization with the Florida Department of State and said existence shall be perpetual.

**ARTICLE IV**

**Initial Registered Office and Agent**

The name and mailing address of the initial registered office and the initial registered agent of the Company is:

World Corporate Services, Inc.  
2665 South Bayshore Drive  
Suite 703  
Miami, Florida 33133

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TALLAHASSEE, FLORIDA

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**ARTICLE V**

**Purpose**

The Company shall be authorized to engage in and transact any and all lawful business within and without the State of Florida or United States for which Limited Liability Companies may be created under § 608.404, Fla. Stat., as amended and supplemented.

**ARTICLE VI**

**Organizer**

The name and street and mailing address of the person signing these Articles as Organizer is:

Albert J. Lazo, Esq.  
Richards & Polansky  
2665 South Bayshore Drive  
Suite 703  
Miami, Florida 33133

**ARTICLE VII**

**Management**

The Company will be managed by at least one (1) manager and is, therefore, a manager-managed company. The initial manager shall be:

Eduardo Gutierrez

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

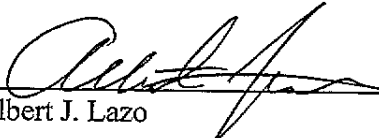
  
Albert J. Lazo, Authorized Representative

00 DEC 12 AM 8:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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AND  
FILED

**ORGANIZER**

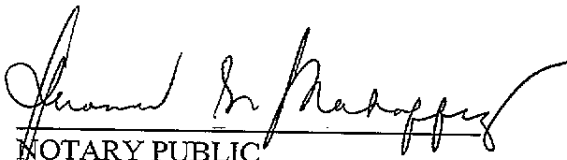
IN WITNESS WHEREOF, I have made and subscribed these Articles of Organization this 11 day of December, 2000.

  
\_\_\_\_\_  
Albert J. Lazo

STATE OF FLORIDA        )  
                                  ) SS:  
COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that on this day, before me, personally appeared Albert J. Lazo, who is well known to me to be the person described in and who executed these Articles of Organization as Organizer, and acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me at the County and State last aforesaid this 11 day of December, 2000.

  
\_\_\_\_\_  
NOTARY PUBLIC  
STATE OF FLORIDA AT LARGE

My Commission Expires:



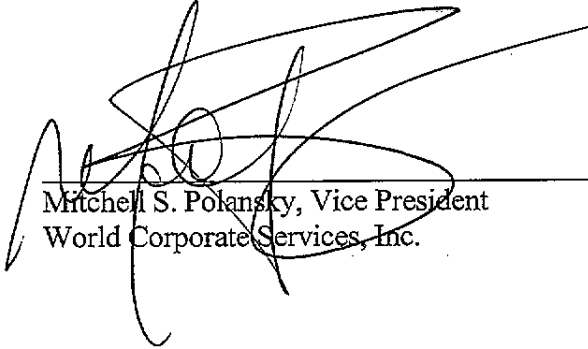
Rhonda S. Mahaffey  
MY COMMISSION # CC784155 EXPIRES  
November 6, 2002  
BONDED THRU TROY FAIN INSURANCE, INC.

APPROVED  
AND  
FILED  
00 DEC 12 AM 8:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ACCEPTANCE OF REGISTERED AGENT**

I HEREBY ACCEPT this appointment of, and designation as registered agent for service of process within the State of Florida of EL TROPICO LLC named in the Articles of Organization hereinabove set forth and I do hereby further state that I may be found as registered agent for service of process upon said proposed corporation at the address set forth in Article IV of such Articles.

IN WITNESS WHEREOF, as said registered agent, I have caused this statement to be signed on this  11  day of December, 2000.



Mitchell S. Polansky, Vice President  
World Corporate Services, Inc.

APPROVED  
AND  
FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA