

L0100000/539

Florida Department of State
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To:

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Account Name : EMPIRE CORPORATE KIT COMPANY
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LIMITED LIABILITY COMPANY

AT. CAFE LLC

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 30, 2001

EMPIRE CORPORATE KIT COMPANY

SUBJECT: AT. CAFE LLC
REF: W01000002172

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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 designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

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

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ARTICLES OF ORGANIZATION FOR
AT. CAFE LLC
A FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - NAME

The name of the Limited Liability Company is:

AT. CAFE LLC

ARTICLE II - ADDRESS:

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

3755 Oak Ridge Circle
Weston, Florida 33331

ARTICLE III - DURATION:

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV - MANAGEMENT:

The Limited Liability Company is to be managed by a manager, or managers until the first annual meeting of the members or until their names are elected and qualify and the name(s) and Address(es) of such manager(s) who is/are:

Bripec Enterprises, Inc.

3755 Oak Ridge Circle
Weston, Florida 33331

Laura Peché Almada.

Calle Piedras Pintadas,
Res Las Esmeraldas, Apto 1002-D
Urb Las Esmeraldas,
Caracas, Venezuela, 1080

This Instrument Prepared By: Alvaro Castillo B., Esq.
1390 Brickell Avenue, Suite 200
Miami, Florida 33131
(305) 371-5540
Florida Bar No. 611761

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ARTICLE V - ADMISSION OF ADDITIONAL MEMBERS:

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be by (i) unanimous resolution and consent of the remaining members under the same terms and conditions as set forth from time to time by the remaining members and by (ii) filing a supplemental affidavit of capital contributions with Department of State, State of Florida setting forth the actual contributions of all members.

ARTICLE VI - MEMBERS RIGHTS TO CONTINUE BUSINESS:

The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a membership of a member in the limited liability company shall be as set forth in a unanimous resolution and consent of the remaining members and in the event there are less than two members or in the event the remaining members do not reach a unanimous resolution with the determination of a membership of a member within 15 days from said termination, the limited liability company shall be dissolved.

The UNDERSIGNED Incorporator, for the purpose of forming a Corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts stated are true.

Bripec Enterprises, Inc.

Laura Peché Almeda

By: *[Signature]*
Maria Angelica Briceño

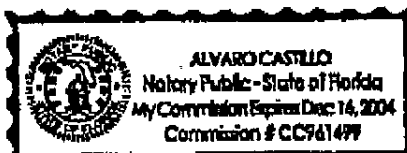
By: *[Signature]*
Laura Peché Almeda

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BE IT REMEMBERED that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, Laura Peché Almeda and Maria Angelica Briceño personally appeared to me, the later known to be the person described as President and authorized representative of Bripec Enterprises, Inc. a manager and authorized representative in the foregoing Affidavit of Membership and Contributions acknowledged before me that he executed said Articles of Incorporation.

WITNESS my hand and seal in said State and County, this 25 day of January, 2001.

NOTARY PUBLIC
COMMISSION EXPIRES:



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TALLAHASSEE, FLORIDA

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**CERTIFICATE OF DESIGNATION OF
REGISTER AGENT/REGISTER OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA
STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE
FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTER
AGENT, THE STATE OF FLORIDA.

1. The name of the limited liability company is:

AT. CAFE-LLC .

2. The name and address of the registered agent and office is:

**ALVARO CASTILLO B., P.A.
1390 Brickell Avenue
Suite 200
Miami, Florida 33131**

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TALLAHASSEE, FLORIDA

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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 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 REGISTER AGENT.

SIGNATURE

DATE

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