



THE UNITED STATES  
CORPORATION  
COMPANY

010000002585

ACCOUNT NO. : 072100000032

REFERENCE : 022254 6954A

AUTHORIZATION :

COST LIMIT : PREPAID

ORDER DATE : February 19, 2001

ORDER TIME : 1:57 PM

ORDER NO. : 022254-005

CUSTOMER NO: 6954A

CUSTOMER: Lynn B. Lewis, Esq  
Lynn B. Lewis, P.a.

1390 Brickell Avenue  
Suite #280  
Miami, FL 33131

500003718945--8  
-02/19/01--01125--004  
\*\*\*\*155.00 \*\*\*\*155.00

DOMESTIC FILING

NAME: F&B, LLC

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP
- XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sandra Mathis - EXT. 1165

EXAMINER'S INITIALS:

RECEIVED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
2001 FEB 19 PM 2:31  
TALLAHASSEE, FLORIDA

FILED  
2/19  
01 FEB 19 PM 2:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

3P

ARTICLES OF ORGANIZATION

OF

F&B, LLC

I, the undersigned Member, hereby subscribes to these Articles of Organization in order to form a limited liability company (the "Company") under the laws of the State of Florida, pursuant to the provisions of Chapters 608, Florida Statutes.

ARTICLE I

COMPANY NAME

The name of this limited liability company is:

F&B, LLC

ARTICLE II

MAILING ADDRESS AND STREET ADDRESS OF COMPANY

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

430 Almeria  
Coral Gables, Florida 33134

ARTICLE III

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the Company in the State of Florida shall be:

Lynn B. Lewis, P.A.  
1390 Brickell Avenue, Suite 280  
Miami, Florida 33131

The initial Registered Agent of this Company at that address is Lynn B. Lewis.

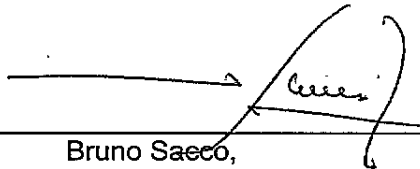
ARTICLE IV

MANAGER - MANAGED COMPANY

The Company is to be managed by one or more managers and is, therefore, a manger-managed limited liability company. The member of the Company who will serve as its initial Manager, and who shall serve as manager until the first meeting of the members of the Company or until a successor manager is elected and qualified, is Francisco Aquino.

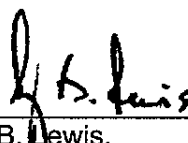
FILED  
01 FEB 19 PM 2:52  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Organization at Miami, Florida, for the uses and purposes aforesaid, this 15 day of February 2001.

  
\_\_\_\_\_  
Bruno Saeco,  
Member

ACCEPTANCE  
OF  
REGISTERED AGENT  
FOR  
F&B,LLC

Having been named as Registered Agent to accept service of process for the above-stated Company, at the location designated herein, I hereby accept the appointment of Registered Agent and agree to act in such capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties. I am familiar with, and accept the obligations of a Registered Agent, as provided in Chapter 608, Florida Statutes.

  
\_\_\_\_\_  
Lynn B. Lewis,  
Registered Agent

C:\CORP\F&BLLC.art

FILED  
01 FEB 19 PM 2:52  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA