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Florida Department of State
Division of Corporations
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LIMITED LIABILITY COMPANY

RUSSI'S INVESTMENTS, LLC

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$155.00

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ARTICLES OF ORGANIZATION OF RUSSI'S INVESTMENTS, LLC
A FLORIDA LIMITED LIABILITY COMPANY

The undersigned desiring to form a Limited Liability Company under and pursuant to Section 608.407, Florida Statutes, of the State of Florida, do hereby certify as follows:

FIRST: The name of said limited liability company shall be RUSSI'S INVESTMENTS, LLC, and the mailing address and the street address of the principal office of the limited liability company shall be 843 NW 27 Avenue, Miami, Florida 33126.

SECOND: RUSSI'S INVESTMENTS, LLC, shall have a perpetual duration from the date of filing of these Articles of Organization.

THIRD: The purposes for which RUSSI'S INVESTMENTS, LLC is formed are:

- (A) to purchase, sell, distribute, invest in, import and export and otherwise deal with a variety of products within and outside the State of Florida;
- (B) to engage in such other lawful acts or activities for which limited liability companies may be formed under Chapter 608 of the Statutes of the State of Florida.

FOURTH: The maximum number of ownership units which RUSSI'S INVESTMENTS, LLC is authorized to have outstanding is one hundred (100), all of which shall be identical units, and each of which shall represent the ownership of that percentage of the total units outstanding at any time as is the equivalent of the ratio in which one (1) is the numerator and the total units outstanding is the denominator.

FIFTH: The limited liability company shall be manager-managed and will have three (3) Members:

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Name: MARTHA P. RUSSI
Percentage of Ownership: 34%

Name: JAVIER DIAZ
Percentage of Ownership: 33%

Name: LUIS RUSSI
Percentage of Ownership: 33%

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SIXTH: The number of directors constituting the board of directors of the corporation is three (3). The name of each person who is to serve as member of the board of directors is:

Name: Martha Russi (President)
Name: Javier Diaz (Vice-president)
Name: Luis Russi (Secretary)

SEVENTH : The name and mailing address of the company's registered agent is GERMAN OLANO, whose mailing address is 11551 SW 106 Terrace, Miami, Florida 33176.

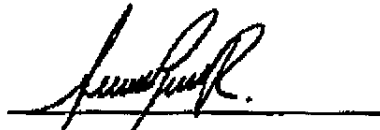
IN WITNESS WHEREOF, I have hereunto subscribed my name this 16th day of April, 2001.


By: MARTHA P. RUSSI
Member/General Manager


By: JAVIER DIAZ
Member/General Manager

*Articles of Organization of
Russi's Investments, LLC*

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By: LUIS RUSSI

Member/General Manager

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Designation and Acceptance of Registered Agent

Pursuant to the provisions of Florida Statutes, the undersigned limited liability Company organized under the laws of the State of Florida submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the limited liability Company is RUSSI'S INVESTMENTS, LLC.
2. The name of the registered agent is GERMAN OLANO.
3. The address of the registered agent/principal office is 11551 SW 105 Terrace, Miami, Florida 33176.

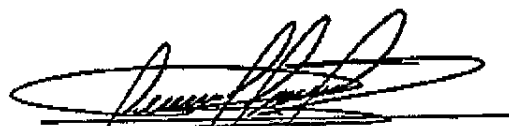
Acceptance

Having been named as registered agent and designated to accept service of process for the above limited liability company, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provision 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.

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By: GERMAN OLANO.

Date: April 16, 2001

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