



UCC FILING & SEARCH SERVICES, INC.
 526 East Park Avenue
 Tallahassee, Florida 32301
 (850) 681-6528

HOLD
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 UCC SERVICES
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LO1000020977

December, 2001

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Bodega de Arte LLC

Filing Evidence

Plain/Confirmation Copy

Certified Copy

Retrieval Request

Photocopy

Certified Copy

Type of Document

Certificate of Status

Certificate of Good Standing

Articles Only

All Charter Documents to include
 Articles & Amendments

Fictitious Name Certificate

Other

Effective Date
NOV. 30, 2001

01 DEC -5 PM 2:28
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

APPROVED
 AND
 FILED

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input checked="" type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

01 DEC -5 PM 12:31
 RECEIVED
 THE SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA

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OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

OB
12-5-01

**ARTICLES OF ORGANIZATION
OF
BODEGA DE ARTE LLC**

These Articles of Organization are made for the purpose of organizing a Florida Limited Liability Company under the Florida Limited Liability Company Act (Florida Statutes Chapter 608).

ARTICLE I - NAME

The name of this limited liability company is BODEGA DE ARTE LLC (the "Company").

ARTICLE II - ADDRESS

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

1550 Brickell Avenue
Suite 413 B
Miami, Florida 33129

ARTICLE III - REGISTERED AGENT AND OFFICE

The name of the Company's initial registered agent is NATIONSCORP REGISTERED AGENTS INC. The street address of the Company's initial registered agent is 526 East Park Avenue, Tallahassee, Florida 32301.

**ARTICLE IV
MEMBERSHIP UNITS**

The Company is authorized to issue up to 1,000 Membership Units. Each Member's percentage ownership in the Company shall be represented by Membership Units.

**ARTICLE V
EFFECTIVE DATE**

The effective date of formation of the Company shall be November 30, 2001.

The undersigned Member has executed these Articles of Organization effective as of the 30th day of November 2001.

REPRESENTACIONES ARTISTICAS LTDA

By: _____

Irene Acevedo, Authorized Representative

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ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for BODEGA DE ARTE LLC at the place designated in its Articles of Organization, I hereby accept the appointment as registered agent 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 registered agent.

Dated this 1st day of Dec, 2001.

NATIONSCORP REGISTERED AGENTS INC.

By: Ed Hand Pres.
Name: Ed Hand
Title: President

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TALLAHASSEE, FLORIDA

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AND
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