

02000007006

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LAZARUS CORPORATE FILING SERVICE

3320 S.W. 87 AVENUE

MIAMI, FLORIDA (305)552-5973

TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

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DIVISION OF CORPORATIONS
02 MAR 25 PM 3:11

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

1. LITTLE HAVANA USA, LLC
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 2:00

☒ Certified Copy

☐ Mail out ☐ Will wait

☐ Photocopy

☐ Certificate of Status

RECEIVED
02 MAR 21 PM 8:29
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS

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

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

200005138212-3
-03/21/02-01027-025
****155.00 ****155.00

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

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

200005138212-3
-02/21/02-30329-004
****155.00 ****155.00

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 21, 2002

LAZARUS CORPORATE FILING SERVICE

SUBJECT: LITTLE HAVANA USA, LLC
Ref. Number: W02000007894

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DIVISION OF CORPORATIONS
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We have received your document for LITTLE HAVANA USA, LLC and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following:

Chapter 608, Florida Statutes, does not allow limited liability companies to issue shares or stock. Consequently, limited liability company documents cannot contain any references/terms which may implicate otherwise. Please delete any references to terms such as "shares," "stock," "stockholders," "shareholders" or the like from your document.

Limited Liability Companies are not corporations. Limited Liability Companies are unique business entities with special characteristics and attributes formed under Chapter 608, Florida Statutes. Corporations, on the other hand, are formed under Chapter 607, Florida Statutes, and possess other distinctive traits and characteristics. Consequently, limited liability company documents cannot contain any references/terms which may implicate the entity is a corporation. Please delete any references to the term "corporation" or the like from your document.

Article VII is referring to the entity as a corporation. Please amend the document.

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

If you have any questions concerning the filing of your document, please call (850) 245-6025.

Trevor Brumbley
Document Specialist

Letter Number: 902A00016899

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02 MAR 25 PM 11:08

ARTICLES OF ORGANIZATION
FOR LIMITED LIABILITY COMPANY

ARTICLE I

Name

The name of the Limited Liability Company is:

Little Havana USA, LLC

ARTICLE II

Address

The mailing address and street address of the principal office of the Limited Liability Company is 5410 North Bay Road, Miami Beach, Florida 33140.

ARTICLE III

Duration

The period of duration for the Limited Liability Company shall be for ninety nine (99) years.

ARTICLE IV

Management

The Limited Liability Company is to be managed by one or more managers and is a manager managed company. The manager's name and address is as follows:

Mark Tobin, 5410 North Bay Road, Miami Beach, Florida 33140.

ARTICLE V

Admission of Additional Members

Members shall have the right to admit additional members according to the following terms and conditions: All members are required to vote on whether to admit any additional members. Members may conduct these matters telephonically, where a roll call will be taken for record keeping purposes. Each member's vote shall be weighted in proportion to the member's ownership percentage in accordance with Article IV.

ARTICLE VI

Members Rights to Continue Business

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company, the member or his estate must proffer ^{their} ownership to the other member(s) with an asking price as determined by the operating agreement. The remaining members will then have the right to either (i) accept the asking price and purchase the outgoing

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members ^{owner} ~~skip~~ or (ii) proffer their own ^{owner} ~~skip~~ to the outgoing member for the same price, prorated based on their ownership percentage(s) at the time of the occurrence.

ARTICLE VII
Registered Agent

The name and street address of the initial registered agent of the *organization is:*

Mark Tobin
5410 North Bay Road
Miami Beach, Florida 33140.

IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledged them to be my act this 18TH day of March 2002.


MARK TOBIN

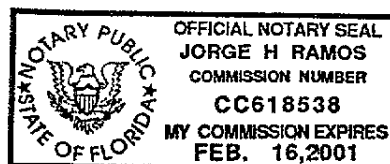
STATE OF FLORIDA)
)
COUNTY OF MIAMI-DADE)

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SWORN TO and SUBSCRIBED before me, in the County and State last aforesaid on this 18 March 2002, by Mark Tobin, to me personally known to be the person described in and who subscribed to the above Articles of Organization, and who did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned.


NOTARY PUBLIC,
State of Florida

My Commission Expires:



**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608 ~~1.01~~, FLORIDA STATUTES, THE UNDERSIGNED ~~ORGANIZATION~~ 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:

Little Havana USA, LLC.

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

Mark Tobin
5410 North Bay Road
Miami Beach, Florida 33140.

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 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 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.


MARK TOBIN

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