

FROM :  
Division of Corporations

FAX NO. : 9544528359

Mar. 28 2002 10:35AM P1

**L02000007462**

Florida Department of State  
Division of Corporations  
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**LIMITED LIABILITY COMPANY**

**BOMBOM CAFE', LLC.**

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**ARTICLES OF ORGANIZATION  
OF  
BOMBOM CAFÉ, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Act, Chapter 608, Florida Statutes, hereby makes, acknowledges, and files the following Articles Of Organization.

**ARTICLE I. NAME**

The name of the corporation shall be BOMBOM CAFÉ, LLC., hereinafter referred to as the "Company"

**ARTICLE II. DURATION**

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall terminate not later than seventy five (75) years from the date that these Articles Of Organization are filed with the Florida Department of State, unless the Company is earlier dissolved as provided in Chapter 608, Florida Statutes (1999)

**ARTICLE III. - MAILING ADDRESS AND STREET ADDRESS**

The initial mailing address and the initial street address of the Company is 444 Brickell Avenue, Suite 421, Miami, FL 33131.

**ARTICLE IV. - REGISTERED OFFICE AND AGENT**

The name and street address of the initial registered agent of the Company in the State of Florida is Charles Tavares, 444 Brickell Avenue, Suite 421, Miami, FL 33131.

**ARTICLE V. - ADMISSION OF ADDITIONAL MEMBERS**

No additional members shall be admitted to the Company except with the unanimous written consent of all members of the Company an upon such terms and conditions as shall be determined by all the members, or as is otherwise set forth in the operating agreement of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all of the other members of the Company other then the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

Prepared by:

Gutta, Koutoulas & Assoc., CPA's, LLC  
8211 W. Broward Blvd., Suite #350  
Plantation, Florida 33324  
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#### **ARTICLE VI. - MEMBER**

The Following are the initial members of BOMBOM CAFÉ, LLC

Charles Tavares - Manager/ Director  
444 Brickell Avenue, Suite 421  
Miami, FL 33131

Rosalia Galdi - Manager/ Director  
444 Brickell Avenue, Suite 421  
Miami, FL 33131

Members shall have the right to withdraw from the Company prior to its dissolution.

#### **ARTICLE VII. - DISSOLUTION AND MEMBERS RIGHTS TO CONTINUE BUSINESS**

The shall be dissolved at the expiration of its existence as provided hereinabove, as may be provided in the operating agreement of the Company, or as is otherwise provided by Chapter 608, Florida Statutes (1999). The rights of the members to continue business shall be as provided in the operating agreement, or as is otherwise provided by Chapter 608, Florida Statutes (1999)

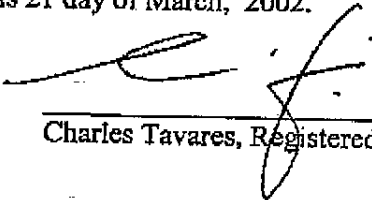
#### **ARTICLE VIII. - MANAGEMENT**

The Company shall be managed by the members in accordance with the operating agreement.

#### **ARTICLE IX. - PURPOSE AND POWERS**

The general purpose for which the Company is Organized is to transact any lawful business which a limited liability company may transact by law. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned authorized representative of a member has executed these articles of organization this 21 day of March, 2002.

  
Charles Tavares, Registered Agent

Prepared by:  
Gutta, Koutoulas & Associates, CPA's, LLC  
8211 W. Broward Blvd., Suite 350  
Plantation, Florida 33324  
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Having been named as registered agent and to accept service of the process for the above state 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 the statutes relating to the proper and complete duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.

  
Charles Tavares  
REGISTERED AGENT

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TALLAHASSEE, FLORIDA

Prepared by:  
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