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Law Office of

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Miami, Florida 33155

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April 08, 2002

Department of State  
Division of Corporation  
P.O. Box 6327  
Tallahassee, Florida 32314

RE: South River Enterprises, L.L.C. Articles of Organization

Dear Department of State:

Enclosed herewith please find on original and one copy of the articles of organization for South River Enterprises, L.L.C.. Additionally, enclosed please find a check made payable to the Florida Secretary of State in the amount of \$160.00 to cover the filing fee for the L.L.C., designation of registered agent, certified copies, and certificate of statutes.

Please return the requested documents to the mailing address:

Myrna Hope Tobin  
1825 Ponce De Leon Boulevard, Suite 395  
Coral Gables, Florida 33134

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-04/11/02--01084--004  
\*\*\*160.00 \*\*\*160.00

Please file in your usual manner. Should there be any defects in the papers as filed, please advise.

Respectfully yours,

BY:

*Francisco O. Loriga*  
Francisco O. Loriga, Esq.

FBN.: 0081418

02 APR 11 AM 8:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ATTORNEY  
AND  
FILED

*File-02*

ARTICLES OF ORGANIZATION OF  
**South River Enterprises, L.L.C.**

ARTICLES OF ORGANIZATION FOR A FLORIDA LIMITED LIABILITY COMPANY  
FILED PURSUANT TO THE AUTHORITY OF FLORIDA STATUTES, CHAPTER 608.

The undersigned, for the express business purposes of forming a Florida Limited Liability Company under Chapter 608 of the Florida Statutes, and with the express authority of all the named member(s) of this Florida Limited Liability Company, hereby respectfully submitted these instant Articles of Organization for South River Enterprises, L.L.C., as follows:

**ARTICLES 1. NAME**

The name of the limited liability company shall be South River Enterprises, L.L.C.

**ARTICLE 2. MAILING AND BUSINESS ADDRESS**

The mailing address shall be:

Myrna Hope Tobin  
South River Enterprises, L.L.C.  
1825 Ponce De Leon Boulevard, Suite 395  
Coral Gables, Florida 33134

The business address shall be:

South River Enterprises, L.L.C.  
7477 SW 82nd Street  
Apt. C 214  
Miami, Florida 33143

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

02/11/11 AM 8:55

**ARTICLE 3. DURATION**

The period of duration of this limited liability company shall be perpetual.

**ARTICLE 4. MANAGEMENT RESERVED TO ONLY NAMED MEMBER(S)**

The management of South River Enterprises, L.L.C. shall be reserved only to its duly admitted members, and the initial members who shall have sole and complete responsibility for the management of South River Enterprises, L.L.C. shall be Horacio A. Juri, Myrna Hope Tobin, Ricardo Lodi. All member(s) of South

River Enterprises, L.L.C., hereby expressly elect to have a manager-managed limited liability company, unless changed by a majority of the membership of South River Enterprises, L.L.C.

**ARTICLE 5. ADMISSION OF ADDITIONAL MEMBERS**

The admission of additional members of South River Enterprises, L.L.C. shall be allowed but only upon the approval of all other member(s) of South River Enterprises, L.L.C. Any membership interest must be for cash contribution to the company account of South River Enterprises, L.L.C., and must be for the fair market value of the interest being purchased. Every member shall have a right of first refusal if said member disfavors allowing the proposed additional member.

**ARTICLE 6. MEMBERS RESERVE RIGHT TO CONTINUE BUSINESS**

The member(s) of South River Enterprises, L.L.C., expressly reserve the right to continue the business of the company on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which would terminate the continued membership or a member in the limited liability company.

**ARTICLE 7. REGISTER AGENT, REGISTERED OFFICE, & REGISTERED AGENT'S SIGNATURE**

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

PURSUANT TO THE PROVISION OF SECTION 608.415 OR 608.507 (AND ANY OTHER APPLICABLE PROVISIONS OF FLORIDA LAW), FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY 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:

South River Enterprises, L.L.C.

2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS

FRANCISCO O. LORIGA, ESQ.  
6482 SW 39 STREET  
MIAMI, FLORIDA 33155

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

HAVING BEEN NAMED AS THE REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR HE 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 MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

BY: Francisco O. Loriga  
 FRANCISCO O. LORIGA, ESQ.  
 FNB. 0081418

Dated: 04/08/2002

ARTICLE 8. MEMBER(S) OF South River Enterprises, L.L.C.

The name of the member(s) of this limited liability company and their respective membership interest is/are as follows:

<u>Name</u>	<u>Membership Interest</u>
Horacio A. Juri	Thirty-Three and One Third (33 1/3)
Myrna Hope Tobin	Thirty-Three and One Third (33 1/3)
Ricardo Lodi	Thirty-Three and One Third (33 1/3)

UNDER PENALTY OF PERJURY, WE CERTIFY THAT ALL THE INFORMATION PROVIDED IN THESE ARTICLES OF ORGANIZATION ENCOMPASS THE NAMED MEMBER(S) DESIRE TO FORM A LIMITED LIABILITY COMPANY UNDER CHAPTER 608 OF THE FLORIDA STATUTES.

DATED: 04/08/2002

Respectfully submitted,

BY: Myrna Hope Tobin  
 Myrna Hope Tobin

DATED: 04/08/2002

Respectfully submitted,

BY: Francisco O. Loriga  
 Horacio A. Juri

SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA  
 04 APR 11 AM 8:55

APPROVED  
 AND  
 FILED