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02 MAY - 1 AM 8:21
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LIMITED LIABILITY COMPANY
LA FACTORIA, LLC

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Certificate of Status	0
Certified Copy	1
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ARTICLES OF ORGANIZATION

OF

LA FACTORIA, LLC

The undersigned, being authorized to execute and file these Articles of Organization, hereby certify that:

ARTICLE I

Name

The name of this limited liability company is LA FACTORIA, LLC

ARTICLE II

Principal Office

The mailing address and the street address of the principal office of this limited liability company is 124 Collins Avenue, Miami Beach, Florida 33139.

ARTICLE III

Registered Agent

The name and Florida street address of the initial registered agent of this limited liability company is Hassan Jalali, 7213 NW 12 Street, Miami, Florida 33126.

ARTICLE IV

Member Classes and Voting Rights

The company shall have two classes of members known as Class A members and Class B members. Class A members shall not have any voting rights nor the right to approve any company action. Only Class B members shall have voting rights and company action approval rights. The voting rights of Class B members shall be based upon the percentage of member interest they hold in the company and its profits, excluding for such voting purposes the percentage of member interest held by the Class A members. The identification of the members

Prepared by:
Lawrence Bieler, Esq.
Two S. Biscayne Blvd., #3250
Miami, Florida 33131

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HASSAN JALALI
MIAMI, FLORIDA

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of the company, their status as Class A or Class B members and their respective member interest percentages in the company and its profits are set forth underneath their signatures below.

ARTICLE V

Member Management

The company shall be managed by the Class B members alone. A decision of a majority-in-interest of the Class B members shall be controlling. The Class A members shall have no role in the management of the company nor the ability to call meetings or participate therein. The Class A members shall have the right to review the books and records of the company once a month.

ARTICLE VI

New Members

No person may be admitted to the company as a member, except with the unanimous written consent of all Class B members.

ARTICLE VII

Allocation of Profits and Losses

The net profits generated from the company's operations shall be distributed quarterly amongst all of the members based upon their respective member interest percentages in the company. Any losses shall be allocated only amongst the Class B members and shall be based upon their respective member interest percentages in the company, excluding for such purposes the percentage of member interest held by the Class A members.

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ARTICLE VIII

Restrictions on Transfer of Member Interests

A member may not assign or transfer his member interest except to the Class B members

in the manner and subject to the restrictions set forth in the Company's Operating Agreement.

ARTICLE IX

Amendment

These Articles of Organization, the Regulations and any Operating Agreement of the company may be amended, changed, altered or repealed only by a decision of the majority in interest of the Class B members.


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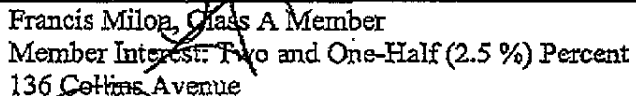
(In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

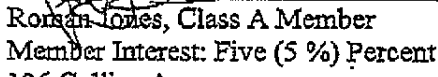
The undersigned have executed these Articles of Organization this 30 day of April, 2002.


Hassan Jalali, Class B Member, Managing Member
Member Interest: Forty-Five (45 %) Percent
7213 NW 12 Street
Miami, Florida 33126


Hassan Benjelloun, Class B Member, Managing Member
Member Interest: Forty-Five (45 %) Percent
124 Collins Avenue
Miami Beach, Florida 33139


Eric Milon, Class A Member
Member Interest: Two and One-Half (2.5 %) Percent
136 Collins Avenue
Miami Beach, Florida 33139


Francis Miloa, Class A Member
Member Interest: Two and One-Half (2.5 %) Percent
136 Collins Avenue
Miami Beach, Florida 33139


Ronsan Jones, Class A Member
Member Interest: Five (5 %) Percent
136 Collins Avenue
Miami Beach, Florida 33139

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REGISTERED AGENT ACCEPTANCE AND ACKNOWLEDGMENT

Having been named as registered agent and to accept service of process for the above named limited liability company at the place designated in the Articles of Organization, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties and is familiar with and accepts the obligations of its position as registered agent as provided for in Chapter 608, Florida Statutes.



Hassan Jalali, Registered Agent
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Miami, Florida 33126

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