

**Electronic Articles of Organization
For
Florida Limited Liability Company**

**L02000016858
FILED
July 05, 2002
Sec. Of State**

Article I

The name of the Limited Liability Company is:

PALACE FOODBAR LLC.

Article II

The street address of the principal office of the Limited Liability Company is:

1200 OCEAN DRIVE
PALACE FOODBAR
MIAMI BEACH, FL. US 33139

The mailing address of the Limited Liability Company is:

1035 PENNSYLVANIA AVENUE
SUITE 1
MIAMI BEACH, FL. FL 33139

Article III

The name and Florida street address of the registered agent is:

DOUGLAS W SOLOMON
1035 PENNSYLVANIA AVENUE,
SUITE 1
MIAMI BEACH, FL. 33139

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 my duties, and I am familiar with and accept the obligations of my position as registered agent.

Registered Agent Signature: DOUGLAS W. SOLOMON

Article IV

The Limited Liability Company is a manager managed company

Article V

The name and address of members/managers are:

Title: MGR
DOUGLAS W SOLOMON
1035 PENNSYLVANIA AVENUE, SUITE 1
MIAMI BEACH, FL. 33139 US

Title: MGR
HENDRIK J BRONKHORST
1035 PENNSYLVANIA AVENUE, SUITE 1
MIAMI BEACH, FL. 33139 US

Article VI

The effective date for this Limited Liability Company shall be:

07/03/2002

Signature of member or an authorized representative of a member

Signature: DOUGLAS W. SOLOMON

L02000016858
FILED
July 05, 2002
Sec. Of State