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Florida Department of State
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From: Account Name : EMPIRE CORPORATE KIT COMPANY
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LIMITED LIABILITY COMPANY

MIACUCINA-AVENTURA, LLC

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 9, 2002

EMPIRE CORPORATE KIT COMPANY

SUBJECT: MIACUCINO-AVENTURA, LLC
REF: W02000019798

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You must state whether this is going to be managed by the members or managed by the managers. The way you have it listed it will be managed by both. It has to be one or the other. Please correct Article IV or Article V. If you want to list just the names of the members you will need to delete the word Management from Article IV.

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

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Diane Cushing
Corporate Specialist

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3

**ARTICLES OF ORGANIZATION FOR
FLORIDA LIMITED LIABILITY COMPANY**

ARTICLE I - NAME

The name of the Limited Liability Company is MiaCucina-Aventura, LLC

ARTICLE II - ADDRESS

The mailing address and street address of the principle office of the Limited Liability Company is 180 NE 39th Street, Suite 120, Miami, FL 33137.

ARTICLE III - REGISTERED AGENT, REGISTERED OFFICE, & REGISTERED AGENT'S SIGNATURE


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

Mark E. Murphy
Name

180 NE 39th Street, Suite 120, Miami, FL 33137
Florida street address

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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 as provided for in Chapter 608, F.S.


Registered Agent's Signature

ARTICLE IV - MEMBERS

The names and addresses:

Reynaldo Rouco, Jr.
16505 Northwest 90th Avenue, Miami Lakes, Florida 33018

Mark E. Murphy
180 Northeast 39th Street, Suite 120, Miami, Florida 33137

Reynaldo Rouco
7852 West 15th Court, Hialeah, Florida 33014

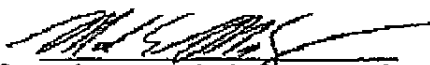
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Javier G. Wainer
8777 Collins Avenue, Miami Beach, FL 33180

ARTICLE V - MANAGEMENT

The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager - managed company.



Signature of a member or an authorized representative of a member

(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.)

Mark E. Murphy
Typed or printed name of signee

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