

LO2000017921

Florida Department of State
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LIMITED LIABILITY AMENDMENT

CULTURED CULINARE, LLC

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$55.00

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CORRECTED AND RESTATED
ARTICLES OF ORGANIZATION
OF

CULTURED CULINAIRE, LLC

The original Articles of Organization were filed on July 17, 2002, and assigned document number L02000017921. The Articles of Organization are being corrected and restated in order to correct a scrivener's error in the name of the company.

The undersigned for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608, hereby make, acknowledge, and file the following Corrected and Restated Articles of Organization pursuant to Florida Statutes §608.407.

ARTICLE I
NAME

The name of the limited liability company shall be CULTURED CULINAIRE, LLC (the "Company").

ARTICLE II
ADDRESS

The mailing address and street address of the principal office of the Company is 233 Phoenetia Avenue, No. 6, Coral Gables, Florida 33134.

ARTICLE III
DURATION

The Company commenced its existence on the date the original Articles of Organization were originally filed with the Florida Department of State, which was on July 17, 2002. The Company's existence shall be perpetual unless the Company is dissolved earlier as provided in these articles of organization or in the operating agreement.

ARTICLE IV
REGISTERED OFFICE AND AGENT

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

Santiago J. Padilla, P.A.
1001 Brickell Bay Drive, Suite 1704
Miami, Florida 33131

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ARTICLE V
ADMISSION OF NEW MEMBERS

Except as set forth in the operating agreement, no additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and on the terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as 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 members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent. The name and address of the initial members of the Company are:

Viviana Altosor
233 Phoenetia Avenue, No. 6
Coral Gables, Florida 33134

Joseph Courmoyer-Burnett
233 Phoenetia Avenue, No. 6
Coral Gables, Florida 33134

ARTICLE VI
MANAGEMENT

The Company shall be a member-managed company, as provided in Florida Statutes, §608.422(2), and shall be managed the members in accordance with the operating agreement adopted by the members for the management of the business and affairs of the Company. The operating agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these articles of organization.

ARTICLE VII
INDEMNIFICATION

To the fullest extent permitted under, in accordance with or not prohibited by the laws of the State of Florida, as amended from time to time, the Company shall indemnify and hold harmless each managing member or manager from and against any and all losses, claims, damages, liabilities or expenses of whatever nature, as incurred, arising out of or relating to the fact that such party was or is a managing member or manager of the Company. Notwithstanding the foregoing, no indemnification may be made to or on behalf of a managing member or manager if a judgment or other final adjudication adverse to such managing member or manager establishes (1) that his or her acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated, or (2) that he or she personally gained in fact a personal profit or other advantage to which he or she was not legally entitled.

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IN WITNESS WHEREOF, the undersigned organizer has executed these Corrected and Restated Articles of Organization on this the 30 day of July 2002.

Attest:

Santiago J. Padilla
Santiago J. Padilla, Secretary

SANTIAGO J. PADILLA, P.A.

By: Santiago J. Padilla
Santiago J. Padilla, President
Organizer

Santiago J. Padilla, P.A.
1001 Brickell Bay Drive, Suite 1704
Miami, Florida 33131

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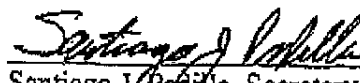
CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE

In compliance with Florida Statutes, Section 608.415, the following is submitted:

CULTURED CULINAIRE, LLC, desiring to organize as a limited liability company under the laws of the State of Florida, has designated 1001 Brickell Bay Drive, Suite 1704, Miami, Florida 33131 as its initial Registered Office and has named Santiago J. Padilla, P.A., with a business office located at said address, as its initial Registered Agent.

Dated: July 30, 2002

Attest:


Santiago J. Padilla, Secretary

SANTIAGO J. PADILLA, P.A.

By: 
Santiago J. Padilla, President
Organizer

Santiago J. Padilla, P.A.
1001 Brickell Bay Drive, Suite 1704
Miami, Florida 33131

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ACKNOWLEDGEMENT OF REGISTERED AGENT
OF
CULTURED CULINAIRE, LLC

Having been named as Registered Agent for the above stated limited liability company, at the designated Registered Office, the undersigned hereby accepts said appointment and agrees to comply with the provisions of Florida Statutes Section 608.415 relative to keeping open said office. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the obligations of the undersigned's position as registered agent.

Date: July 30, 2002

Attest:

Santiago J. Padilla
Santiago J. Padilla, Secretary

SANTIAGO J. PADILLA, P.A.

By: Santiago J. Padilla
Santiago J. Padilla, President

Santiago J. Padilla, P.A.
1001 Brickell Bay Drive, Suite 1704
Miami, Florida 33131

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