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T-853 P.02/07 F-951

U020000019578

Florida Department of State
Division of Corporations
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TALLAHASSEE FLORIDA

02 AUG - 1 PM 4: 26

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LIMITED LIABILITY COMPANY

MI CASA LATIN GRILL, L.L.C.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$155.00

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

ARTICLE I - Name:

The name of the Limited Liability Company is: MI CASA LATIN GRILL, L.L.C.

ARTICLE II - Address:

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

7725 NW 146TH STREET, MIAMI LAKES, FLORIDA 33016

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be: Perpetual

ARTICLE IV - Management:

The Limited Liability Company is to be managed by a manager or managers and the names and addresses of such managers who are to serve as managers are:

Rolando Rodriguez	7725 NW 146 th Street, Miami Lakes, Florida 33016
Jorge Rodriguez	" "
Gustavo Cruz	" "

ARTICLE V - Admission of Additional Members:

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be:

1. Unanimous consent of all remaining members.
2. Any newly admitted member will be required to make a capital contribution in amount to be decided by the then remaining members.

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ARTICLE VI - Members Rights to Continue Business:

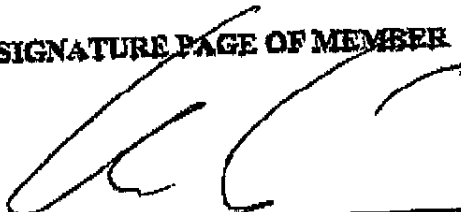
The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be:

The remaining members will have the unlimited right to continue the business in all eventualities.

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SIGNATURE PAGE OF MEMBER



Signature of a member or authorized representative of a member.
(In accordance with section 608.403(3), Florida Statutes, the execution of this affidavit
constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Rolando Rodriguez

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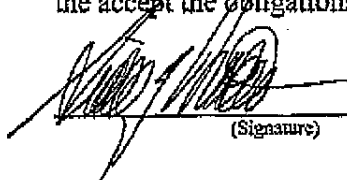
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**CERTIFICATE OF DESIGNATION OF
RESIGNATION AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, 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: MI CASA LATIN GRILL, L.L.C.
2. The name and address of the registered agent and office is: Sidney Z. Brodie, whose
address is 7270 NW 12th Street, PH-I, Miami, Florida 33126.

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


(Signature)

August 1st, 2002
(Date)

Designation of Registered Agent