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Account Name : EMPIRE CORPORATE KIT COMPANY
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LIMITED LIABILITY COMPANY

BY JOSIE, L.L.C.

02 AUG 20 AM 8:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION

FOR

BY JOSIE, L.L.C.

**A Florida Limited Liability Company
(FS Section 608.401)**

The undersigned hereby forms a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

ARTICLE I

NAME

The name of the limited liability company shall be BY JOSIE, L.L.C.

ARTICLE II

DURATION

This limited liability company is to exist perpetually, unless dissolved as provided by applicable law.

ARTICLE III

PURPOSES AND POWERS

This limited liability company may engage in any activity of business permitted under the laws of the United States, any State, or any foreign country.

ARTICLE IV

PRINCIPAL PLACE OF BUSINESS

The initial mailing and street address of the principal office of this limited liability company shall be c/o Post & Romero, 3195 Ponce de Leon Blvd., Suite 400, Coral Gables, Florida 33134, but the location may

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be changed with approval by the members of this limited liability company present at a meeting (personally or by proxy) representing a majority of the voting power.

ARTICLE V MANAGEMENT

The limited liability company is to be managed by one or more managers and is, therefore, a manager-managed company. This limited liability company will be initially managed by the member stated below until the first meeting of the members, when one or more managers will be elected and qualified upon approval by the members of this limited liability company present (personally or represented by proxy) at a meeting representing a majority of the voting power.

The name and address of the initial member and manager is as follows:

<u>Name</u>	<u>Address</u>
Josefina G. Romero	3195 Ponce de Leon Blvd., Suite 400 Coral Gables, FL 33134

ARTICLE VI INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is as follows: 3195 Ponce de Leon Blvd, Suite 400, Coral Gables, Florida 33134, and the name of its initial registered agent is Law Office of Carlos A. Romero, Jr., P.A. ✓

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ARTICLE VII

RESTRICTIONS ON MEMBERSHIP

Additional members may be admitted upon the unanimous approval of the members of the limited liability company. Any transfer or assignment of a member's interest must comply with any requirements set forth in the Articles of Organization and its related operating agreement. A proposed transferee will not be recognized as a member of the limited liability company, unless the procedures under the operating agreement are followed and satisfied fully. If there is no operating agreement, and if the remaining members of this limited liability company does not approve the proposed transfer or assignment by unanimous written consent, the transferee of the interest of such member shall have no right to participate in the management of the business and affairs of this limited liability company or to become a member.

ARTICLE VIII

VOTING BY MEMBERS WITHOUT MEETING

On any matter that is to be voted on by members, the members may take such action without a meeting, without prior notice, and without a vote, if a written consent setting forth the action so taken, is signed by the members having not less than the minimum number of votes that would be necessary to authorize such action at a meeting, but in no event by a vote representing less than the percentage of voting power of the members otherwise present (personally or represented by proxy) at a meeting, if a meeting were held. Within 10 days after

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obtaining such authorization by written consent, written notice must be given to those members that did not consent in writing or were not entitled to vote.

ARTICLE IX

AMENDMENT OF OPERATING AGREEMENT AND REGULATIONS

The power to adopt, alter, amend, or repeal the operating agreement of this limited liability company shall be vested in the members.

ARTICLE X

AMENDMENT OF ARTICLES OF ORGANIZATION

Any amendment to these Articles of Organization shall be approved by a majority of all members of the limited liability company present (personally or represented by proxy) at a meeting representing a majority of the voting power.

ARTICLE XI

INDEMNIFICATION

This limited liability company is empowered to indemnify any officer, member, or manager to the fullest extent permitted by applicable law, as now and hereinafter amended.

ARTICLE XII

EXECUTION

The undersigned member of this limited liability company, hereby certifies that the foregoing constitutes the Articles of Organization of BY JOSIE, L.L.C.

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IN WITNESS WHEREOF, for the purposes of forming this limited liability company under the laws of the State of Florida, I, the undersigned member, has executed these Articles of Organization this 16 day of August, 2002.

Josefina G. Romero
 Josefina G. Romero, 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 herein are true.)

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.

LAW OFFICE OF CARLOS A. ROMERO, JR., P.A., Registered Agent

By: Carlos A. Romero, Jr.
 Carlos A. Romero, Jr., President

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