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From:

Account Name : SIDNEY Z. BRODIE, ESQ.
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TALLAHASSEE, FLORIDA

AL

LIMITED LIABILITY COMPANY

EMPIRE HOLDINGS, L.L.C.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$125.00

OCT-17-02 04:38PM FROM-
DIVISION OF CORPORATION

T-503 P.03/07 F-288

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

ARTICLE I - Name:

The name of the Limited Liability Company is: **EMPIRE HOLDINGS, L.L.C.**

ARTICLE II - Address:

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

1150 NW 72ND AVENUE, PH, MIAMI, FLORIDA 33126

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be: Twenty-Nine (29) years from the date of filing with the Secretary of State.

ARTICLE IV - Management:

The Limited Liability Company is to be managed by the members and the names and addresses of the managing members are:

ALEJANDRO CAPO

**1150 NW 72ND AVENUE
PH
MIAMI, FLORIDA 33126**

PEDRO GARCIA

"

"

SEAN GRIMBERG

"

"

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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.

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 controlled by the Operating Agreement executed by all members identified hereinafter.

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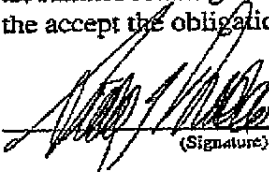
**CERTIFICATE OF DESIGNATION OF
RESIGNATION AGENT/REGISTERED OFFICE**

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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: EMPIRE HOLDINGS, 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)

10-17-2002
(Date)

Designation of Registered Agent

OCT-17-02 04:38PM FROM-

T-503 P.07/07 F-288

OCT-18-02 02:48PM FROM-

T-498 P.08/08 F-124

SIGNATURE PAGE OF MEMBERS



(In accordance with section 100.433(3), Florida Statute, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

ALEJANDRO CAPO

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