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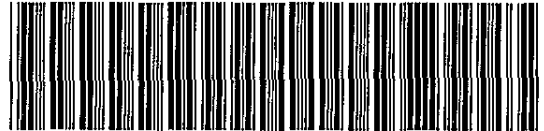
(Business Entity Name)

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~~WDZ-32603~~

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EXPRESS CORPORATE FILING SERVICE INC.

(Requestor's Name)

1000 PONCE DE LEON BLVD. STE: 101

(Address)

CORAL GABLES, FL 33134 305-444-4994

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. CAFE DELIGHTS, LLC
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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NEW FILINGS	
☐	Profit
☐	NonProfit
☒	Limited Liability
☐	Domestication
☐	Other

AMENDMENTS	
☐	Amendment
☐	Resignation of R.A., Officer/Director
☐	Change of Registered Agent
☐	Dissolution/Withdrawal
☐	Merger

OTHER FILINGS	
☐	Annual Report
☐	Fictitious Name
☐	Name Reservation

REGISTRATION/ QUALIFICATION	
☐	Foreign
☐	Limited Partnership
☐	Reinstatement
☐	Trademark
☐	Other

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TALLAHASSEE, FLORIDA

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Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

November 14, 2002

EXPRESS CORPORATE FILING SERVICE INC.

SUBJECT: CAFE DELIGHTS, LLC
Ref. Number: W02000032603

We have received your document for CAFE DELIGHTS, LLC and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain both the street address of the principal office and the mailing address of the entity.

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

If you have any questions concerning the filing of your document, please call (850) 245-6025.

Trevor Brumbley
Document Specialist

Letter Number: 802A00061882

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TALLAHASSEE, FLORIDA

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

ARTICLE I

Name

The name of this limited liability company shall be CAFÉ DELIGHTS, LLC

ARTICLE II

Address

The address of the place of business and mailing of this limited liability company shall be:

4711 N.W. 79TH STREET, SUITE 20 T
MIAMI, FLORIDA 33166

ARTICLE III

Purpose

This limited liability company shall have the authority to engage in any activity or business permitted under the laws of the United States, the State of Florida, and the laws of any other jurisdiction wherein it may conduct business.

ARTICLE IV

Duration

This limited liability company shall have a period of duration of thirty (30) years from the date of filing these Articles of Organization with the Florida Department of State, unless earlier terminated as provided by law.

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ARTICLE V

Managers

This limited liability company shall initially have two (2) managers. Management of this limited liability company shall be vested in its managers, provided, however, that no debt shall be contracted nor liability incurred by or on behalf of this company except by written agreement signed on behalf of the company by no less than two (2) of its managers. The members may, from time to time and at any time, change the number of managers of this limited liability company by written agreement of the members holding not less than fifty-one percent (51%) of the ownership interests in this limited liability company, provided, however, that there shall always be at least one manager. The managers need not be a citizen of the United States of America, or a resident of the State of Florida, or a member of the limited liability company. The names and addresses of the first managers to serve the first annual meeting of members or until their successors are elected and qualify are:

PANNA CAFÉ EXPRESS, INC.
4711 N.W. 79TH STREET, SUITE 20 T
MIAMI, FLORIDA 33166

CATULU CORPORATION
4711 N.W. 79TH STREET, SUITE 20 T
MIAMI, FLORIDA 33166

A vote of the members holding not less than fifty-one percent (51%) of the ownership interests of this limited liability company may terminate any existing managers of the company.

ARTICLE VI

Registered Agent

The name and address of the initial registered agent of this limited liability company shall be:

MAURICIO MENESES
4711 N.W. 79TH STREET
MIAMI, FLORIDA 33166

SECRETARY OF STATE
TALLAHASSEE, FL 32304

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ARTICLE VI
AND
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ARTICLE VII

Contributions

The amount of cash and the description and agreed value of other property contributed by the members to the capital of this limited liability company are:

Cash	\$ 5,000.00
Total Contributions to Capital	\$ 5,000.00

ARTICLE VIII

Additional Contributions

The members shall make additional capital contributions at such times and in such amounts as may from time to time be agreed upon by the consent of not less than fifty-one percent (51%) of the ownership in this company.

ARTICLE IX

Admission of Additional Members

The members of this limited liability company may admit additional members only upon the consent of not less than fifty-one percent (51%) of the ownership interests of then existing members.

ARTICLE X

Members Rights to Continue Business

The remaining members of this limited liability company shall have the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of any other member of this limited liability company, or upon the occurrence of any other event which would terminate the continued membership of a member in this limited liability company.

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ARTICLE XI

Regulations of the Company

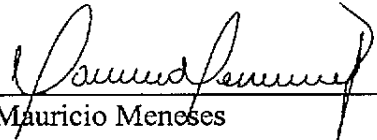
The power to adopt, alter, amend, or repeal the Regulations of this limited liability company shall be vested in the members of the company and the vote shall be by the members holding not less than fifty-one percent (51%) of the ownership interests in the company.

ARTICLE XII

Voting

Votes of the members shall be in proportion to their contributions to the capital of the limited liability company, as adjusted from time to time to properly reflect any additional contributions or withdrawals. In the event of any conflict between the provisions of the regulations of this limited liability company and these Articles of Organization, the provisions of these Articles of Organization shall prevail.

The undersigned, being the initial subscriber of these Articles of Organization, for the purpose of forming a limited liability company pursuant to Chapter 608 of the Florida Statutes, do make, subscribe, acknowledge, and file these Articles of Organization.


Mauricio Meneses

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CLERK OF DISTRICT COURT

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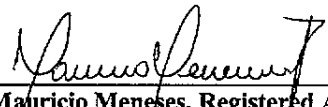
CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provision of the Florida Statutes, the undersigned organization, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the organization is: PANNA CAFÉ DELIGHTS, LLC
2. The name and address of the registered agent and office is:

Mauricio Meneses
4711 NW 79th Street
Suite 20T
Miami, Florida 33166

Having been named as Registered Agent and to accept service of process for the above stated corporation 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 the 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.



Mauricio Meneses, Registered Agent

Dated: 12/13, 2002

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