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SECRETARY OF STATE  
TALLAHASSEE, FL 32309

**LIMITED LIABILITY COMPANY**

tw foods, llc

Certificate of Status	0
Certified Copy	1
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ARTICLES OF ORGANIZATION

OF

TW Foods, LLC

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE 1 - NAME

The name of the limited liability company shall TW Foods, LLC ("Company").

ARTICLE 2 - ADDRESS

The mailing address and street address of the principal office of TW Foods, LLC is 1033 Ceder Falls Drive, Weston, Florida 33327.

ARTICLE 3 - EFFECTIVE DATE

These Articles of Organization shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 4 - DURATION

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE 5 - PURPOSES AND POWERS

The general purpose for which the Company is organized is to operate a Thai and Sushi Restaurant and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE 6 - REGISTERED OFFICE AND REGISTERED AGENT

The name and address of the registered agent of this Company is Ravi Batta, Esq. Rosenfeld & Stein, P.A., 18260 N.E. 19<sup>th</sup> Avenue, Suite 202, North Miami Beach, Florida 33182.

ARTICLE 7 - MANAGEMENT

This LLC is to be managed by the following two (2) list of members. The name and address of the two members are:

1. Wichai, Inc. a Florida Corporation
2. P.E. Chompoo, Inc.

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#### **ARTICLE 8 – ADMISSION OF NEW MEMBERS**

No additional member(s) shall be admitted to the Company except with the unanimous written consent of all the member(s) of the Company and upon such terms and conditions as shall be determined by all the member(s). A member may transfer his or her interest in the Company as set forth in the regulations 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 the other member(s) of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

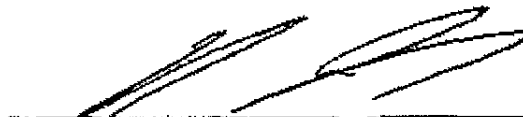
#### **ARTICLE 9 – TERMINATION OF EXISTENCE**

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there are at least one remaining member.

#### **ARTICLE 10 – MEMBERS**

The Managers of the Company shall be elected by the member(s) in accordance with regulations adopted by the member(s) for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization.

IN WITNESS WHEREOF, the undersigned, an authorized representative of the members, has made and subscribed these Articles of Organization at Miami, Florida, for the foregoing uses and purposes, this DEC 6/02, 2002.

  
\_\_\_\_\_  
Puchong Chompoonich, Authorized Representative  
of Wichai, Inc.

(In accordance with Section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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**CERTIFICATE OF DESIGNATION OF  
REGISTERED 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:

**TW Foods, L.L.C.**

2. The name and address of the registered agent and office is:

**Ravi Batta, Esq.**  
Rosenfeld & Stein, P.A.  
18260 North East 19<sup>th</sup> Avenue, Suite 202  
North Miami Beach, Florida 33162

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 of registered agent and agree to act in its 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.

*Ravi Batta*  
(Signature)

December 06, 2002  
(Date)

*Ravi Batta*

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