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Florida Department of State
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To: Division of Corporations
Fax Number : (850) 205-0383

From: Account Name : EMPIRE CORPORATE KIT COMPANY
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DIVISION OF CORPORATIONS

LIMITED LIABILITY COMPANY

MI 3, LLC

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$125.00

L02-34359
OK

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ARTICLES OF ORGANIZATION

OF

⑤

Mi 3, LLC

ARTICLE I - NAME

The name of the limited liability company is Mi 3, LLC (hereinafter "the Company").

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this Company is 9200 S.W. 125th Terrace, Miami, Florida 33176.

ARTICLE III - DURATION

The Company's existence shall commence upon the filing of these Articles of Organization with the Florida Department of State and said existence will be perpetual.

ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent of the Company is: Charles S. Serfaty, Esq. 4330 Sheridan Street, Suite 202-B, Hollywood, FL 33021.

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TALLAHASSEE, FLORIDA

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ARTICLE V - CONTINUATION OF BUSINESS

The remaining members of the Company have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any event, which terminates the continued membership of a member in the Company. The business may be continued only on the affirmative vote of a majority of the then remaining members pursuant to the terms of the Company's regulations.

ARTICLE VI - PURPOSE

The Company may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation for which Limited Liability Companies may be created under § 608.404, Fla. Stat., as amended and supplemented.

ARTICLE VII - ORGANIZER

The name and street address of the person signing these Articles organizer is:

Charles S. Serfaty, Esq.
4330 Sheridan Street
Suite 202-B
Hollywood, FL 33021

ARTICLE VIII - MANAGEMENT

The Company will be managed by one (1) manager, the name of which is as follows:

Arnaud Mimran
407 Lincoln Road
Miami Beach, Florida 33139

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PALM BEACH COUNTY, FLORIDA

ARTICLE IX - MEMBERS CANNOT BIND THE COMPANY


The Company is managed exclusively by the manager, and members have no authority to bind the Company.

ARTICLE X - ADMISSION OF NEW MEMBERS

Members of the Company have right to admit new members. Additional members may be admitted only on the unanimous written of the existing members, and the existing members shall determine the amount and nature of contributions by new members at the time the new members are admitted

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

The undersigned has executed these Articles of Organization this 20 day of December, 2002.


Charles S. Serfaty, Esq.
Authorized Representative

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TALLAHASSEE, FLORIDA

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CERTIFICATE OF DESIGNATION OF

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Fla. Stat. § 608.415, the undersigned limited liability company submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name and address of the limited liability company is:

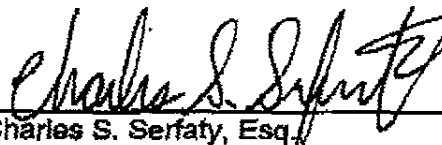
Mi 3, LLC
9200 S.W. 125th Terrace
Miami, Florida 33176

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

Charles S. Serfaty, Esq.
4330 Sheridan Street
Suite 202-B
Hollywood, FL 33021

Having been named to accept service of process for the above-named 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 obligation of my position as registered agent.

Dated: December 20, 2002.


Charles S. Serfaty, Esq.
Registered Agent

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