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**LAZARUS CORPORATE FILING SERVICE**

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**TERESA ROMAN ( TALLAHASSEE REPRESENTATIVE)**

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

1. DOWNTOWN ALEHOUSE & COMPANY LLC.  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
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NEW FILINGS	
<input type="checkbox"/>	Profit
<input checked="" type="checkbox"/>	NonProfit
<input checked="" type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input checked="" type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
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<input type="checkbox"/>	Limited Partnership
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<input type="checkbox"/>	Other

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION  
OF  
DOWNTOWN ALEHOUSE & COMPANY 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 be **DOWNTOWN ALEHOUSE & COMPANY LLC.**, ("Company").

**ARTICLE 2 - ADDRESS**

The principal place of business of the Company in Florida shall be **48 EAST FLAGLER STREET (MEZZANINE) MIAMI FL, 33131** and the mailing address shall be the same.

**ARTICLE 3 - EFFECTIVE DATE**

The 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 commence on the date on which these Articles of Organization are filed with the Department of the State of Florida, and shall be perpetual.

**ARTICLE 5 - PURPOSES AND POWERS**

The limited Liability Company is formed to engage in any lawful act or activity for which limited liability companies may be organized under the Florida Limited Liability Company.

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#### ARTICLE 6 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Company is 48 East Flagler Street (Mezzanine) Miami Fl, 33131. The name and address of the registered agent of this Company is Julian Huzenman 290 174 Street #1406 Sunny Isles Fl, 33160.

#### ARTICLE 7 - MANAGEMENT

The Managers of the Company shall be:

Operating Manager	: Julian Huzenman
Secretary	: Gregorio Huzenman
Treasurer	: Guillermo Bermann

#### ARTICLE 8 - ADMISSION OF NEW MEMBERS

No additional member(s) shall be admitted to the Company except by the majority interest of the member(s) of the Company. 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 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, provide 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. The name and address of the member(s) of the Company are:

<u>Members</u>	<u>Percentage Membership Interest</u>	<u>Consideration</u>
JULIAN HUZENMAN 290 174 STREET #1406 SUNNY ISLES FL, 33160	33%	\$ 1,980
GREGORIO HUZENMAN 21150 N.E 38TH AVENUE #1805 AVENTURA FL, 33180	33%	\$ 1,980
GUILLERMO BERMANN 210 174 STREET #910 N. MIAMI BEACH FL, 33160	34%	\$ 2,040

Hereby Accepts such offers, upon delivery in full to this Company of such consideration; and the Managers are hereby authorized, empowered and directed to issue and deliver to each Member and appropriate membership certificate reflecting the interest so purchased.

Dated as of this 19<sup>th</sup> day of February, 2003.

MEMBER:

Julian Huzenman

MEMBER:

Gregorio Huzenman

MEMBER:

Guillermo Bermann


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ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF ORGANIZATION

Julian Huzenman having a business office identical with the registered office of the Company name above, and having been designated as the Registered Agent in the above and foregoing Articles of Organization, is familiar with and accepts the obligations of the position of Registered Agent.

Julian Huzenman

By: ✓

  
Julian Huzenman

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