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(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

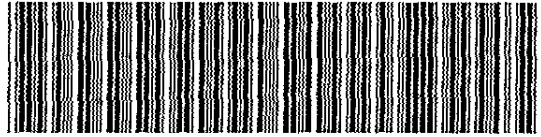
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FILED
03 APR 21 PM 3:09
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Erik Wesoloski
1000 Venetian Way, Suite 1108
Miami Beach, Florida 33139

April 17, 2003

Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Registration Section:

Enclosed for your review and filing please find the following:

- (i) Articles of Organization of Café con Leche Publishing LLC,
- (ii) Certificate of Designation of Registered Agent, and
- (iii) Check No. 1036 for \$130.00 for the following:
 - 1. filing fee (\$100.00),
 - 2. designation of registered agent (\$25.00), and
 - 3. certificate of status (\$5.00).

Please do not hesitate to contact me should you have any questions or comments.

Sincerely,



Erik Wesoloski

**ARTICLES OF ORGANIZATION
OF
CAFÉ CON LECHE PUBLISHING LLC**

These Articles of Organization are made for the purpose of organizing a Florida Limited Liability Company under the Florida Limited Liability Company Act (Chapter 608, Florida Statutes).

ARTICLE I

Name:

The name of this limited liability company is:

Café con Leche Publishing LLC (the "Company")

ARTICLE II

Mailing Address and Street Address:

The Company's mailing and street address is:

1000 Venetian Way, Suite 1108
Miami Beach, Florida 33139

ARTICLE III

Duration:

The Company shall exist from the date of filing these Articles with the Florida Department of State until the occurrence of any of the events specified in Section 608.441, Florida Statutes, unless continued by the unanimous consent of all of the members.

ARTICLE IV

Name and address of Registered Agent/Registered Office:

The name and address of the limited liability company's initial registered agent/registered office is:

Erik Wesoloski
1000 Venetian Way, Suite 1108
Miami Beach, Florida 33139

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ARTICLE V

Members and address of Members:

The following will act as members of the Company:

Erik Wesoloski
1000 Venetian Way, Suite 1108
Miami Beach, Florida 33139

ARTICLE VI

Management of the Company:

Subject to the terms and conditions of the Operating Agreement of the Company, the Company is a member-managed company to be managed by Erik Wesoloski as President.

ARTICLE X

Date of Existence of the Company:

The existence of the Company shall commence on the date of filing the Articles of Organization with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned executed these Articles of Organization on the 17th day of April, 2003.


ERIK WESOLOSKI

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

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE THE REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

Café con Leche Publishing LLC

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

Erik Wesoloski
1000 Venetian Way, Suite 1108
Miami Beach, Florida 33139

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 proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.

By: 
ERIK WESOLOSKI

DATED: this 17th day of April, 2003