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ROGERS ET AL

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To:

Division of Corporations
Fax Number : (850)205-0383

From:

Account Name : ROGERS, BOWERS, DEMPSEY AND PALADINO
Account Number : I20010000034
Phone : (561)655-8980
Fax Number : (561)655-9480

LIMITED LIABILITY COMPANY
TRI-BRANDS MANAGEMENT GROUP, LLC

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$155.00

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**ARTICLES OF ORGANIZATION
OF
TRI-BRANDS MANAGEMENT GROUP, LLC**

FILED
2003 MAY 20 PM 1:04
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the limited liability company is "TRI-BRANDS MANAGEMENT GROUP, LLC."

ARTICLE II - DURATION

The limited liability company shall exist from the date of the filing of the Articles of Organization with the Department of State until the limited liability company is dissolved in accordance with its Operating Agreement.

ARTICLE III - PRINCIPAL OFFICE

The mailing address and street address of the principal office of the limited liability company is:

TRI-BRANDS MANAGEMENT GROUP, LLC
c/o Richard Paladino
505 South Flagler Drive, Suite 1330
West Palm Beach, Florida 33401

ARTICLE IV - REGISTERED AGENT

The name and address of the initial registered agent of the limited liability company is:

Richard Paladino
505 South Flagler Drive, Suite 1330
West Palm Beach, Florida 33401

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ARTICLE V - ADDITIONAL MEMBERS

Additional members may be admitted to the limited liability company upon the unanimous agreement of all members of the limited liability company.

ARTICLE VI - CONTINUATION OF BUSINESS

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or the occurrence of an event which terminates the continued membership of a member in the limited liability company, the business of the limited liability company shall terminate and the limited liability company shall be dissolved, unless a majority of the remaining members of the limited liability company agree to continue the business of the limited liability company.

ARTICLE VII - MANAGEMENT

The limited liability company shall be managed by one or more managers that shall be appointed by the members of the limited liability company as provided in its Operating Agreement. The following are the names and addresses of the initial managers of the limited liability company:

Jorge L. Armenteros
c/o Richard Paladino
505 South Flagler Drive, Suite 1330
West Palm Beach, Florida 33401

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IN WITNESS WHEREOF, the undersigned member of the limited liability company has executed these Articles of Organization this 19th day of May, 2003.


JORGE L. ARMENTEROS

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

STATE OF NEW JERSEY)
COUNTY OF MONMOUTH)

The foregoing instrument was acknowledged before me this 19 day of May 2003, by Jorge L. Armenteros, who is known personally to me or who has produced his driver's license as identification.


Notary Public

My Commission Expires: 3/1/2005

ABRAHAM KURIEN
NOTARY PUBLIC, NEW JERSEY
MY COMMISSION EXPIRES MARCH 1, 2005

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
AND NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, TRI-BRANDS MANAGEMENT GROUP, LLC, desiring to organize under the laws of the State of Florida with its principal office as indicated in its Articles of Organization in the City of West Palm Beach, County of Palm Beach, State of Florida, has named as its agent to accept service of process within this state:

Richard Paladino
505 South Flagler Drive, Suite 1330
West Palm Beach, Florida 33401

ACKNOWLEDGMENT:

Having been named as the registered agent for the above limited liability company at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of laws of the State of Florida relative to keeping open said office.

Dated: May 20, 2003


Richard Paladino

RP/jiw/Tri-Brands MANAGEMENT GROUP Art. 03/doc

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