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**LIMITED LIABILITY COMPANY**

**The Winery Lofts, LLC**

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## ARTICLES OF ORGANIZATION

### Article I. Name

The name of this Florida limited liability company is:  
The Winery Lofts, LLC

### Article II. Address

The Company's street and mailing address is:

The Winery Lofts, LLC  
2200 S. Ocean Drive  
#106  
Hollywood FL 33019 USA

### Article III. Registered Agent

The name and street address of the Company's registered agent is:

Jorge DiCataldo  
2200 S. Ocean Drive  
#106  
Hollywood FL 33019

### Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Alfredo Xiques / FL Bar Member 599581  
Garcia & Baloyra  
Grand Bay Plaza  
2665 S. Bayshore Drive, Suite 200  
Coconut Grove FL 33133  
305-358-4800

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Article V. Management

This will be a manager-managed company. The name and address of each manager is:

JORGE DICATALDO  
2200 S. Ocean Drive #106 Hollywood FL 33019  
DANIEL OSCAR ALONSO  
2200 S. Ocean Drive #106 Hollywood FL 33019

Article VI. Company Existence

The Company's existence shall begin effective as of June 9, 2003.

The undersigned authorized representative of a member executed these Articles of Organization on June 9, 2003.

  
\_\_\_\_\_  
ALFREDO XIQUES  
by V. Cine as attorney-in-fact

Alfredo Xiques | FL Bar Member 509581  
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## STATEMENT OF REGISTERED AGENT

### LIMITED LIABILITY COMPANY:

The Winery Lofts, LLC


### REGISTERED AGENT/OFFICE:

Jorge DiCataldo  
2200 S. Ocean Drive  
#106  
Hollywood FL 33019

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I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

  
\_\_\_\_\_  
JORGE DICATALDO  
by V. Cline as attorney-in-fact

Date: June 9, 2003

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