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To:

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

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

LIMITED LIABILITY COMPANY
SOPHIA'S, LLC

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$155.00

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DIVISION OF CORPORATION

JB
10-16-03

**ARTICLES OF ORGANIZATION
OF
SOPHIA'S, LLC**

These Articles of Organization of a Limited Liability Company under Florida Statutes Chapter 608 are made and entered into as of the 16th day of June, 2003.

ARTICLE I

Name: The name of the limited liability company is:

SOPHIA'S, LLC

ARTICLE II

Duration: The company shall have a duration of ninety nine (99) years from the date hereof, unless earlier terminated in accordance with Florida Statutes Chapter 608.

ARTICLE III

Address: The address of the company principal office and mailing address shall be:

**2891 COLLINS AVE.
MIAMI BEACH, FL. 33140**

ARTICLE IV

Register Agent and Address: The name and address of the initial register agent is:

**JORGE HORACIO RIZZO
2891 COLLINS AVE.
MIAMI BEACH, FL. 33140**

ARTICLE V

New Members: The members may admit new members upon agreement of the members upon terms determined hereafter by the members.

ARTICLE VI

Continuation: Upon occurrence of an event listed in Florida Statute 608.407 (1) (f), the then existing and/or non-bankrupt members may continue the business of the company, if all agree to do so.

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ARTICLE VII

Management: The company shall be managed by its designated managers until the first annual meeting of the members or until a successor is elected and qualifies. The designated managers name and address is as follows:

OPERATING MANAGER JORGE HORACIO RIZZO 2491 COLLINS AVE. MIAMI BEACH, FL 33140
VICE OPERATING MANAGER GASTON EZEQUIEL MACINO 2491 COLLINS AVE., MIAMI BEACH, FL 33140

ARTICLE VIII

Powers: This company shall have powers listed in Florida Statute 608.404.

ARTICLE IX

Transferability: No member may transfer his, her or its interest in the company without the consent of the other members.

ARTICLE X

Regulations: The members shall have the power to adopt, alter, amend, or repeal regulations of the Company containing provisions for the regulations and management of the affairs of the company.

ARTICLE XI

Arbitration: Dispute among members shall be settled by arbitration in Miami, Florida, pursuant to the rules and procedures of the American Arbitration Association.

The undersigned, being the initial subscriber of these Articles of Organization, for the purpose of forming a limited liability company, do make, subscribe, acknowledge, and file these Articles of Organization hereby declaring and certifying that the articles herein stated are correct.


JORGE HORACIO RIZZO-MEMBER

I HEREBY CERTIFY on this day before me, appeared JORGE HORACIO RIZZO who did take an oath and acknowledged that he executed these Articles of Organization for the purposes herein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on this 16th day of June, 2003.


ANGEL D. CORDOVA
NOTARY PUBLIC, State of Florida

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ATTORNEY GENERAL
TALLAHASSEE, FLORIDA

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

**PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT IN DESIGNATION THE REGISTERED OFFICE/REGISTERED AGENT, IN THE
STATE OF FLORIDA**

1. The name of the limited liability company is:

SOPHIA'S, LLC

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

**JORGE HORACIO RIZZO
2891 COLLINS AVE.
MIAMI BEACH, FL. 33140**

Having been named as registered agent and to accept services 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.

Dated as of this 16th day of June, 2003.

Signed by:



**JORGE HORACIO RIZZO
REGISTERED AGENT**

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