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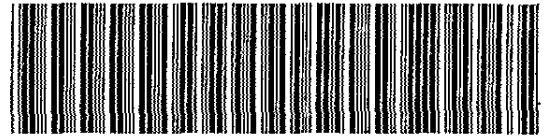
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A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STEPHEN P. WALROTH-SADURNI, J.D.
ADMITTED IN FLORIDA

E MAIL: SWALSAD@BMWSLAW.COM

Miami, Florida; 25 July 2003

Secretary of State
Division of Corporations
State of Florida
Post Office Box 6327
409 E. Gaines Street
Tallahassee, Florida 32399

Re: **Articles of Organization: Guero's Bistro International, L.L.C.**

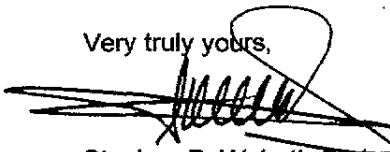
Dear Sir or Madam:

Enclosed are the original and one copy of the Articles of Organization of **Guero's Bistro International, L.L.C.**, a Florida *Limited Liability Company*. We would appreciate your filing of these and sending us a certified copy with the applicable filing information. We are enclosing our firm's check in the amount of \$125.00 to cover the following costs:

Filing Fee	\$100.00
Registered Agent Fee	25.00
Total	\$125.00

Thank you for your prompt attention to this matter.

Very truly yours,



Stephen P. Walroth-Sadurni, J.D.

Enclosures (as noted).
SPWS:nr
LLC Art Orgn Ltr.wpd

MIAMI

MEXICO D.F.

EUROPE*

*CORRESPONDENT OFFICES ONLY

**ARTICLES OF ORGANIZATION
OF
GUERO'S BISTRO INTERNATIONAL, L.L.C.**

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CLERK OF STATE
TALLAHASSEE, FLORIDA

The undersigned member hereby executes and acknowledges these Articles of Organization for the purpose of forming a Limited Liability Company in accordance with the laws of the State of Florida:

ARTICLE I

Name

The name of this Limited Liability Company shall be: **Guero's Bistro International Florida, L.L.C.**

ARTICLE II

Existence and Period of Duration

In accordance with Section 608.409, Florida Statutes, the existence of this Limited Liability Company shall commence on the date these Articles of Organization are filed by the Department of State after subscription and execution. The duration of this Limited Liability Company thereafter shall be perpetual.

ARTICLE III

Principal Office

The street address of the principal office of the Limited Liability Company shall be located at:

999 Brickell Avenue
Suite 700
Miami, Florida 33131

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The mailing address of the principal office of the Limited Liability Company shall be

999 Brickell Avenue
Suite 700
Miami, Florida 33131

ARTICLE IV

Registered Office and Registered Agent

The initial registered office of this Limited Liability Company shall be located at 999 Brickell Avenue, Suite 700, Miami, Florida 33131; and the initial Registered Agent of this Limited Liability Company at such office shall be Stephen P. Walroth-Sadurni. This Limited Liability Company shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE V

Admission of Additional Members

The Members of this Limited Liability Company shall have the right to admit new Members upon the affirmative vote of TWO THIRDS (2/3) of the existing Members, and the payment of the consideration deemed appropriate for the capital or equity interest of the additional Member.

ARTICLE VI

Incapacity of a Member

The remaining Members of this Limited Liability Company shall have the right to continue the business of this Limited Liability Company upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event which terminates the continued membership of said Member, or until its successor is elected and qualifies.

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ARTICLE VII

Management of the Limited Liability Company


Pursuant to Florida Statute § 608.407 (1) (g) (2), the management of this Limited Liability Company is reserved to the Managing Members, who names and addresses are:

<u>Name</u>	<u>Address</u>
Stephen P. Walroth-Sadumi	999 Brickell Avenue Suite 700 Miami, Florida 33131
G. Ilian Mendoza de Walroth	999 Brickell Avenue Suite 700 Miami, Florida 33131

IN WITNESS WHEREOF, the undersigned has executed these Articles for the
uses and purposes therein stated.



Stephen P. Walroth-Sadumi,
As Member



G. Ilian Mendoza de Walroth,
As Member

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, the undersigned authority, on this 25th day of July 2003, personally appeared
Stephen P. Walroth-Sadurni who is

✓ to me well known to be the person described in and who signed the foregoing
Articles of Organization; or,
 produced the following identification:

and acknowledged to me that he executed the same freely and voluntarily, for the uses and
purposes therein expressed.

WITNESS my hand and official seal the date aforesaid.

Mary Frances Travis
NOTARY PUBLIC
My Commission Expires:



STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, the undersigned authority, on this 25th day of July 2003, personally appeared
G. Ilian Mendoza de Walroth who is

✓ to me well known to be the person described in and who signed the foregoing
Articles of Organization; or,
 produced the following identification:

and acknowledged to me that he executed the same freely and voluntarily, for the uses and
purposes therein expressed.

WITNESS my hand and official seal the date aforesaid.

Mary Frances Travis
NOTARY PUBLIC
My Commission Expires:



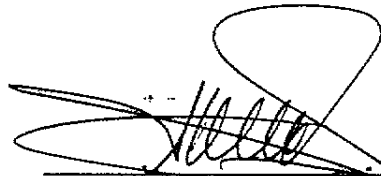
ACCEPTANCE OF SERVICE AS REGISTERED AGENT
(Fla Stat. §607.0501)

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The undersigned, Stephen P. Walroth-Sadumí, having been named as registered agent
to accept service of process for **Guero's Bistro International, L.L.C.**, at the registered office
designated in the Articles of Organization, hereby agrees and consents to act in that capacity.
The undersigned is familiar with and accepts the duties and obligations of Section 607.0505,
Florida Statutes.

DATED this 25th day of July 2003.



Stephen P. Walroth-Sadumí

ACCEPTANCE OF SERVICE AS REGISTERED AGENT
(Fla Stat. §607.0501)


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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, Stephen P. Walroth-Sadurní, having been named as registered agent to accept service of process for **Guero's Bistro International, L.L.C.**, at the registered office designated in the Articles of Organization, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 25th day of July 2003.



Stephen P. Walroth-Sadurní