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To:

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

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305)634-3694
Fax Number : (305)633-9696

LIMITED LIABILITY COMPANY

sfd @ south miami, llc

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**ARTICLES OF ORGANIZATION
OF
SFD @ SOUTH MIAMI, LLC**

ARTICLE I - Name

The name of the Limited Liability Company is SFD @ SOUTH MIAMI, LLC (the "Company").

ARTICLE II - Address

The mailing address and street address of the principal office of the Company is 2901 SW 8 Street, Suite 204, Miami, Florida 33135.

ARTICLE III - Duration

The Company shall exist perpetually from the date of filing these Articles of Organization, unless dissolved in accordance with the Regulations of the Company and Florida law.

ARTICLE IV - Management

The Company is to be managed by: a manager or managers and the names and addresses of such managers are:

Charles R. Abele, Jr.
2901 S.W. 8th Street, Suite 204
Miami, Florida 33135

Jose R. Boschetti
2901 S.W. 8th Street, Suite 204
Miami, Florida 33135

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FILED
CLERK OF DISTRICT COURT
SOUTH DISTRICT OF FLORIDA
MIAMI, FLORIDA

ARTICLE V - Admission of Additional Members

The right, if given, of the remaining members to admit additional members and the terms and condition of the admissions shall be subject to a vote of a 2/3's majority of the existing members and conditioned on the new member's agreement to abide by all existing agreements of the members regarding the conduct of the Company.

ARTICLE VI - Members Rights to Continue Business

The right, if given, of the remaining members of the Company to continue the business in the event of the termination of the Company due to death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company; the remaining or surviving members may continue in the business of the Company provided that a majority of the remaining members agree to do so in writing.

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ARTICLE VII - Registered Agent and Office

The street address of the Company's initial registered office is 2901 SW 8 Street, Suite 204, Miami, Florida 33135, and the name of its initial registered agent at such office is Charles R. Abele, Jr.



Signature of a member or authorized representative of a member

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of SFD @ SOUTH MIAMI, LLC, hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §608.415 or §608.507.



Charles R. Abele, Jr.

Dated: 8/13/03 2003

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

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