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Florida Department of State
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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

down south, llc

Certificate of Status	0
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DIVISION OF CORPORATION

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ARTICLES OF ORGANIZATION OF

DOWN SOUTH, LLC

The undersigned hereby subscribes these Articles of Organization for the purposes of organizing a limited liability company under the laws of the State of Florida.

**I.
NAME**

The name of the Limited Liability Company is Down South, LLC (the "Company").

**II.
PRINCIPAL OFFICE**

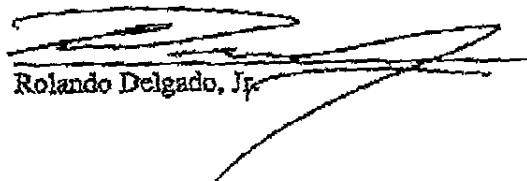
The mailing and street address of this Company's principal office shall be Suite 200, Grand Bay Plaza, 2665 South Bayshore Drive, Miami, Florida 33133.

**III.
REGISTERED AGENT AND REGISTERED OFFICE**

The registered agent of this Company shall be Eduardo J. Garcia whose business address is Suite 200 Grand Bay Plaza, 2665 South Bayshore Drive, Miami, Florida 33133, which shall be the registered office of this limited liability company.

**IV.
MANAGEMENT BY MANAGER**

This Company shall be manager-managed company.


Rolando Delgado, Jr.

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**STATEMENT OF ACCEPTANCE
OF
REGISTERED AGENT OF
DOWN SOUTH, LLC**

In accordance with the Florida Limited Liability Company Act, sections 608.407(1)(d) and 608.415(2), the undersigned hereby accepts the appointment as registered agent of the above captioned limited liability company. The registered agent further acknowledges that Suite 200 Grand Bay Plaza, 2665 South Bayshore Drive, Miami, Florida 33133 is the business office address of the registered agent, which will be the registered office of the limited liability company for the service of process.

Date: September 12, 2003


Eduardo J. Garcia

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