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(Requestor's Name)

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PICK-UP WAIT MAIL

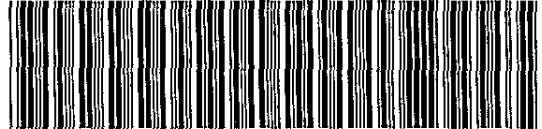
(Business Entity Name)

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LAW OFFICES

101

FRANK E. AMSALEM, P.A.

777 ARTHUR GODFREY ROAD
SECOND FLOOR
MIAMI BEACH, FLORIDA 33140

FRANK E. AMSALEM

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FRANK@FA-LAW.COM

TELEPHONE: (305) 534-8171
FACSIMILE: (305) 534-8179

TRANSMITTAL LETTER

November 28, 2003

Department of State
Division of Corporations
Post Office 6327
Tallahassee, Florida 32314

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TALLAHASSEE, FLORIDA

SUBJECT: Dixie Limited, L.L.C.

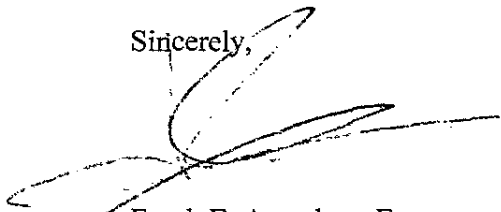
Enclosed please find an original and one (1) copy of the articles of organization and a check for:

- | | | | |
|---|--|---|---|
| <input type="checkbox"/> \$125.00
Filing Fee | <input type="checkbox"/> \$130.00
Filing Fees
& Certificates | <input type="checkbox"/> \$155.00
Filing Fee
& Certified Copy | <input checked="" type="checkbox"/> \$160.00
Filing Fee
Certified Copy
& Certificate |
|---|--|---|---|

Please provide the original and one copy of the articles.

Should you have any questions, please feel free to contact the undersigned at any time.

Sincerely,



Frank E. Amsalem, Esq.

FEA/fa
Encl.



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

December 5, 2003

FRANK E. AMSALEM, ESQ.
777 ARTHUR GODFREY ROAD, 2ND FL
MIAMI BEACH, FL 33140

SUBJECT: DIXIE LIMITED, L.L.C.
Ref. Number: W03000036848

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

We have received your document for DIXIE LIMITED, L.L.C. and your check(s) totaling \$160.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the entity cannot include "LIMITED." This word/abbreviation is readily associated with or is commonly used to denote another type of entity. Please amend your document throughout accordingly.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6043.

Joey Bryan
Document Specialist

Letter Number: 803A00065629



LAW OFFICES

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FACSIMILE TRANSMITTAL

TOTAL PAGES (INCLUDING COVERSHEET: (3)

TO: Gretchen Harvey

FAX NO.: (850) 410-1015

DATE: December 9, 2003

FROM: Frank Amsalem, Esq.

MESSAGE:

Please find attached the corrected Articles of Organization for document# W03000036848.
Please register the Limited Liability Company as soon as possible.

Should you have any other questions, please feel free to contact the undersigned at any time.

Sincerely,

Frank E. Amsalem, Esq.

FEA/fa
Encl.

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TALLAHASSEE, FLORIDA

THIS FACSIMILE CONTAINS PRIVILEGED AND CONFIDENTIAL INFORMATION INTENDED ONLY FOR THE USE OF THE INDIVIDUAL OR ENTITY NAME ABOVE. IF THE READER OF THIS FACSIMILE IS NOT THE INTENDED RECIPIENT OR THE EMPLOYEE OR AGENT RESPONSIBLE FOR DELIVERING IT TO THE INTENDED RECIPIENT, YOU ARE HEREBY NOTIFIED THAT ANY DISSEMINATION OR COPYING OF THIS FACSIMILE IS STRICTLY PROHIBITED. IF YOU RECEIVE THIS FACSIMILE IN ERROR, PLEASE NOTIFY THE SENDER IMMEDIATELY BY TELEPHONE AND RETURN THE ORIGINAL FACSIMILE TO US AT THE ABOVE ADDRESS VIA THE U.S. POSTAL SERVICE. THANK YOU FOR YOUR COOPERATION.



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

December 10, 2003

FRANK E. AMSALEM, ESQ.
777 ARTHUR GODFREY ROAD, 2ND FL
MIAMI BEACH, FL 33140

SUBJECT: 11820 DIXIE, L.L.C.
Ref. Number: W03000036848

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

You failed to make the correction(s) requested in our previous letter.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6043.

Joey Bryan
Document Specialist

Letter Number: 503A00066340

**ARTICLES OF ORGANIZATION OF
11820 DIXIE, L.L.C.**

The undersigned member(s)/manager(s), for the purpose of forming a Limited Liability Company under the laws of the State of Florida, providing for the formation, rights, privileges and immunities of Limited Liability Companies files the articles of organization of **11820 DIXIE LIMITED, L.L.C.** to read as follows:

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TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of the limited liability company shall be: **11820 DIXIE, L.L.C.**

ARTICLE II. PRINCIPAL OFFICE AND MAILING ADDRESS

The mailing address of the limited liability company's initial principal office shall be **P.O. Box 2223, Miami Beach, FL 33140.**

The street address of the limited liability company's initial principal office shall be: **11820 W. Dixie Hwy., N. Miami Beach, FL 33160.**

ARTICLE III. EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IV. MANAGEMENT

This limited liability company shall be managed by two (2) managers. The name(s) and address(es) of the person(s) who shall serve until the first annual meeting of members or until a successor(s) who is as follows:

1. **Yves Barroukh, 5696 Alton Road, Miami Beach, FL 33140.**
2. **Adrian Green, 3120 Pinetree Drive, Miami Beach, FL 33140.**

ARTICLE V. MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of the new members shall be determined as of the time of admission to the limited liability company.

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TALLAHASSEE, FLORIDA

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of the majority of members.

Upon retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

Upon death of any member, all, but not less than all of the membership certificates owned by the deceased member as of the date of death shall be automatically transferred to the member's estate without the need to obtain the consent of any of the other members. All profits of the company shall be shared among the original members of the company and the estate of the deceased member of the company.

ARTICLE VII. DURATION

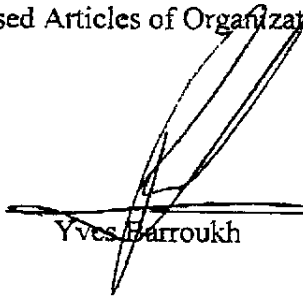
The limited liability company shall exist until **December 31, 2050**, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE VIII. REGISTERED OFFICE AND AGENT

The name and the street address of the initial registered agent of the limited liability company shall be: **Frank Amsalem, Esq. 777 Arthur Godfrey Road, Second Floor, Miami Beach, FL 33140.**


The undersigned, being one of the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of **11820 DIXIE, L.L.C.**

December 8, 2003


Yves Barroukh

Having been named as registered agent and to accept service 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 as provided for in Chapter 608, F.S..

December 11, 2003



Frank E. Amsalem, Esq.

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TALLAHASSEE, FLORIDA