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To:

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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

ponce holdings, llc

Certificate of Status	0
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ARTICLES OF ORGANIZATION OF PONCE HOLDINGS, LLC

The undersigned, desiring to form a limited liability company for the purposes set forth herein and in conformance with the Florida Limited Liability Company act, hereby establishes the following:

ARTICLE I - NAME

The name of the company is Ponce Holdings, LLC (the "Company").

ARTICLE II - DURATION

The duration of the Company is perpetual unless sooner dissolved as provided by statute.

ARTICLE III - PURPOSE

The Company is organized to engage in any business in which a limited liability company may engage under Florida laws.

ARTICLE IV - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal place of business and the mailing address of the Company shall be 3560 Main Highway, Coconut Grove, Florida 33133.

ARTICLE V - INITIAL REGISTERED AGENT

The mailing and street address of the initial registered office of the Company is 3560 Main Highway, Coconut Grove, Florida 33133; and the name of the initial registered agent of this Company is Randall Lee Hill.

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ARTICLE VI - INITIAL MEMBERSHIP

The names of the initial members of the Company and their addresses are as follows:

Vivian Dimond
7420 Southwest 49th Court, Miami, Florida 33143

Edwin R. Maroo
5984 Paradise Point Drive, Miami, Florida 33157-2633

Bernard Schrager
700 Solano Prado, Coral Gables, Florida 33156

Toni Schrager
700 Solano Prado, Coral Gables, Florida 33156

Randall Lee Hill
3580 Main Highway, Coconut Grove, Florida 33133

Kimberly Carroll-Hill
3580 Main Highway, Coconut Grove, Florida 33133

Jeffrey E. Levey
9155 South Dadeland Boulevard, Suite 1006, Miami, Florida 33156

Martha B. Levey
9155 South Dadeland Boulevard, Suite 1006, Miami, Florida 33156

ARTICLE VII - ADMISSIONS OF ADDITIONAL MEMBERS

Additional members shall be admitted only pursuant to the terms of the operating agreement entered into by the Members of the Company, or upon such other terms as are unanimously agreed to by all Members entitled to a dividend upon dissolution or liquidation.

ARTICLE VIII - CAPITALIZATION

The Members will outline their capital contributions under a separate agreement.

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ARTICLE IX - ADDITIONAL LIABILITY OF MEMBERS

Additional capital contributions of the Members may be required, but only upon the vote of a majority of Members pursuant to the terms of the operating agreement entered into between the Members of the Company, or supplemental agreement regarding the same.

ARTICLE X - CONTINUITY

The remaining Members of the Company shall have the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or occurrence of any other event which terminates the continued Membership of a Member in this Company. The return of capital and the distribution of profits shall be determined from the Company's books, as of the effective date of withdrawal, based on the provisions of the regulations, and paid as soon practicable without diminishing the prospects of the Company's venture and subject to the limitations of Florida law.

ARTICLE XI - MANAGEMENT

The business of the Company shall be reserved to and conducted under the exclusive management of its Managing Member according to the provisions of the operating agreement entered into between the Managing Member and Members of the Company. The name and address of the initial Managing Member of the Company is:

Randall Lee Hill
3560 Main Highway
Coconut Grove, Florida 33133

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IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization in accordance with 608.408(3), Florida Statutes, and in executing the Affidavit above affirms under penalties of perjury the facts stated herein are true on this 13 day of January, 2004.


RANDALL LEE HILL
Managing Member

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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 ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: Ponce Holdings, LLC
2. The name and address of the registered agent and office is:

Randall Lee Hill
3560 Main Highway, Coconut Grove, Florida 33133

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.

Dated this 13 day of January, 2004.


Randall Lee Hill, Managing Member
Registered Agent

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