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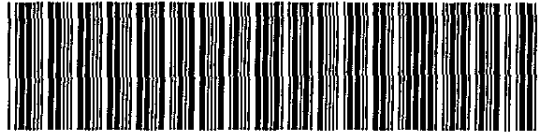
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J. BRYAN  
TALLAHASSEE, FLORIDA

J. BRYAN JAN 23 2004



Law Office of  
FRANCISCO O. LORIGA  
ATTORNEY AND COUNSELOR AT LAW  
6482 S.W. 39th Street  
Miami, Florida 33155  
Tele: (305) 666-3261

January 12, 2004

Florida Secretary of State  
Corporation Division  
PO Box 6327  
Tallahassee, Florida 32314

RE: Articles of Organization for LLC

Dear Sir/Madam:

Enclosed herewith please find articles of organization for an LLC. Enclosed please also find a check in the amount of \$ 160.00 to cover the filing fee (\$100), designation of registered agent (\$25), status certificate (\$5), and for a certified copy (\$30) back to the undersigned of the enclosed articles of organization.

Thank you for your attention to this matter,

Respectfully,

  
Francisco O. Loriga, Esq.

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGNAIZATION OF  
High Grade Imports, L.L.C.

ARTICLES OF ORGANIZATION FOR A FLORIDA LIMITED  
LIABILITY COMPANY FILED PURSUANT TO THE AUTHORITY  
OF FLORIDA STATUTES, CHAPTER 608

The undersigned, for the express business purposes for forming a Florida Limited Liability Company under Chapter 608 of the Florida Statues, and with the express authority of all named members of this Florida Limited Liability Company, hereby respectfully submitted these instant Articles of Organization for High Grade Imports, L.L.C., as follows:

**ARTICLE 1. NAME**

The name of the Limited Liability Company shall be:

High Grade Imports, L.L.C.

**ARITCLE 2. MAILING AND BUSINESS ADDRESS**

The mailing address and the street address of the principal office of the limited liability company are as follows:

Principal Address: 12805 SW 137<sup>th</sup> Ave.  
Miami, Florida 33186

Mailing Address: 12805 SW 137<sup>th</sup> Ave.  
Miami, Florida 33186

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### **ARTICLE 3. DURUATION**

The period of duration of High Grade Imports, L.L.C. shall be perpetual.

### **ARTICLE 4. MANAGEMENT RESERVED TO ONLY NAMED MEMBERS**

The management of High Grade Imports, L.L.C. shall be reserved only to its duly admitted members, and the initial member who shall have sole and complete responsibility for the management of High Grade Imports, L.L.C. shall be **JUAN E. MENDEZ**. Each managing member shall have an equal vote on all management and operating decision relating to High Grade Imports, L.L.C. All member(s) of High Grade Imports, L.L.C. hereby elect to have a manager-managed company, unless changed by a vote of the members. Juan E Mendez, as the duly elected Managing Member, shall have full and complete authority to make all business and operating decisions for High Grade Imports, L.L.C.

### **ARTICLE 5. ADMISSION OF ADDITIONAL MEMBERS**

The admissions of additional members to High Grade Imports, L.L.C. shall be allowed but only upon the approval of the other members. Any membership interest must be for cash contribution to the corporate account of High Grade Imports, L.L.C. and at fair market price. Every member shall have a right of first refusal.

### **ARTICLE 6. MEMBERS RESERVE RIGHT TO CONTINUE BUSINESS**

The members of High Grade Imports, L.L.C. expressly reserve the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which

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terminated the continued membership of a member in the limited liability company.

**ARTICLE 7. REGISTERED AGENT, REGISTERED OFFICE,  
& REGISTERED AGENT'S SIGNATURE**

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507 (AND ANY OTHER APPLICABLE PROVISION OF FLORIDA LAW), FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

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1. THE NAME OF THE LIMITED LIABILITY COMPANY IS:

High Grade Imports, L.L.C.

2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS:

**JUAN E. MENDEZ  
15680 SW 82 CIR. LANE, 812  
MIAMI, FLORIDA 33193**

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.

BY   
Juan E. Mendez

Jan. 12, 2004

**ARTICLE 8. MEMBERS OF HIGH  
GRADE IMPORTS, L.L.C.**

The name of the members and their respective membership interest are as follows:

<b><u>Name</u></b>	<b><u>Membership Interest</u></b>
JUAN ESTBAN MENDEZ 15680 SW 82 CIR. LANE, 812 MIAMI, FLORIDA 33193	50% <i>MANAGING MEMBER</i>
Stella Sanchez 15680 SW 82 CIR. LANE, 812 MIAMI, FLORIDA 33193	50%

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Under penalty of perjury, I certify that all the information provided in these Articles of Organization encompass the named members desire to form a Limited Liability Company under Chapter 608 of the Florida Statutes.

DATED: Jan. 12, 2004

Respectfully submitted,

BY: Francisco O. Loriga  
Francisco O. Loriga, Esq.  
6482 SW 39<sup>th</sup> Street  
Miami, Florida 33155  
Authorized agent for  
All named members