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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Sandra Castillo*  
13140 N.W. 11<sup>th</sup> Terrace  
Miami, FL 33182

January 16, 2004

Secretary of State  
Corporate Records Bureau  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

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04 JAN 26 AM 11:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Re: Articles of Organization for S&O Holdings, LLC

Gentlemen:

Enclosed please find the Articles of Organization for Florida Limited Liability Company for filing, along with our check in the amount of \$160.00 for the following costs:

Filing Fees	\$ 125.00
Certified Copy of the Articles	30.00
Certificate of Status	5.00

Please return a certified copy of the Articles and a Certificate of Status in the enclosed self addressed stamped envelope.

Very truly yours,

*Sandra G. Castillo*

Sandra Castillo

/sc  
Encls.

**ARTICLES OF ORGANIZATION**  
**OF**  
**S&O HOLDINGS, LLC**  
*a Florida Limited Liability Company*

**FILED**  
04 JAN 26 AM 11:16  
SEAL OF THE STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

1. The name of this limited liability company is S&O HOLDINGS, LLC (the "Company").
2. The Company is being formed for the following purposes:
  - a. To engage in any and all lawful business or activity permitted under the laws of the United States and the State of Florida.
  - b. To generally have and exercise all powers, rights and privileges necessary and incident to carrying out properly the objects herein mentioned.
  - c. To do anything and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any or all of the objects hereinbefore enumerated or incidental to the purposes and powers of the company or which at any time appear conducive thereto or expedient.

This Company shall have all of the powers enumerated in the Florida Limited Liability Company Act, as amended from time to time.

3. The mailing address and street address of the principal office of the Company is:

*13140 N.W. 11<sup>th</sup> Terrace*  
*Miami, FL 33182*

4. The name and address of the registered agent of the Company is:

*Sandra Castillo*  
*13140 N.W. 11<sup>th</sup> Terrace*  
*Miami, FL 33182*

5. The Company shall only admit additional members with the unanimous written consent of the Company's Members.

6. The Company shall have perpetual existence unless sooner dissolved in accordance with the Florida Limited Liability Company Act, as amended from time to time. Accordingly, the members may continue the Company and the business of the Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member.
7. The Company is to be managed by one or more managers. The name and address of the initial managers are as follows:

*Oswaldo F. Castillo*  
 13140 N.W. 11<sup>th</sup> Terrace  
 Miami, FL 33182

*Sandra Castillo*  
 13140 N.W. 11<sup>th</sup> Terrace  
 Miami, FL 33182

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8. The Company, with the unanimous written consent of the members, shall have the right to amend or repeal any provisions contained in these Articles of Organization or any amendments hereto. Further, the power to adopt, alter, amend or repeal the Company's limited liability company regulations shall be vested in the Company's members.
9. The Company shall indemnify any and all of its members, officers, employees or agents or former officers, employees or agents or any person or persons who may have served at its request as an officer, employee or agent of another company, corporation, partnership, joint venture, trust or other enterprise in which it owns an equity interest or of which it is creditor, to the full extent permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceedings, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or her legal representative may be made a party or may be threatened to be made a party, by reason of her being or having been an officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any officer, employee or agent may be entitled as a matter of law or which she may be lawfully granted.

IN WITNESS WHEREOF, the undersigned member of S&O HOLDINGS, LLC, has executed these Articles of Organization this 16<sup>th</sup> day of January, 2004.

MEMBER:

*Sandra G. Castillo*  
 \_\_\_\_\_  
 Sandra Castillo

**ACKNOWLEDGMENT OF REGISTERED AGENT**

The undersigned, having been named as Registered Agent for S&O HOLDINGS, LLC, at the place designated in these Articles of Organization, hereby agrees to act in such capacity and to comply with the provisions of law in relation thereto. The undersigned is familiar with the obligations of a Registered Agent under the Florida Limited Liability Company Act.

*Sandra G. Castillo*  
Sandra Castillo

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TALLAHASSEE, FLORIDA

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