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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

BA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 695917 4311473

AUTHORIZATION :

COST LIMIT : \$ 155.00

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TALLAHASSEE, FLORIDA

ORDER DATE : May 28, 2004

ORDER TIME : 12:37 PM

ORDER NO. : 695917-005

CUSTOMER NO: 4311473

CUSTOMER: Maritza Villar, Legal Asst
Stearns Weaver Miller
Weissler Alhadeff & Sitterson,
Suite 2200, Museum Tower
150 West Flagler Street
Miami, FL 33130

DOMESTIC FILING

NAME: MR. CHEESE, LLC

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Troy Todd - EXT. 2940

EXAMINER'S INITIALS: _____

**ARTICLES OF ORGANIZATION
OF
MR. CHEESE, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608, as amended, hereby makes, acknowledges and files the following Articles of Organization.

**ARTICLE I
NAME**

The name of the Limited Liability Company is **Mr. Cheese LLC** (the "Company").

**ARTICLE II
ADDRESS**

The mailing address and street address of the principal office of the Company is 2946 N.W. 72nd Avenue, Miami, Fl. 33122.

**ARTICLE III
DURATION**

The period of duration for the Company shall be perpetual.

**ARTICLE IV
REGISTERED OFFICE AND AGENT AND ADDRESS**

The name and street address of the registered agent of the Company in the State of Florida are:

<u>Name</u>	<u>Address</u>
Lloyd Philbert	2946 N. W. 72 nd Avenue Miami, Fl. 33122

**ARTICLE V
MANAGEMENT**

The Company is to be managed by a Manager who shall be designated by a majority in interest of the Members of the Company..

IN WITNESS WHEREOF, the undersigned have made and subscribed these Articles of Organization for the foregoing uses and purposes this 27th day of May, 2004..



Andrés F. Casimiri



Lloyd G. Philbert

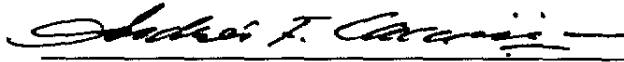
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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE
MR. CHEESE LLC**

Pursuant to the provisions of Section 608.415, Florida Statutes, the undersigned submits the following statement to designate a registered office and registered agent in the State of Florida

1. The name of the Company is Mr. Cheese LLC.
2. The name and street address of the registered agent and office are:
Lloyd G. Philbert
2946 N. W. 72nd Avenue
Miami, Fl. 33122

Dated: May 27, 2004

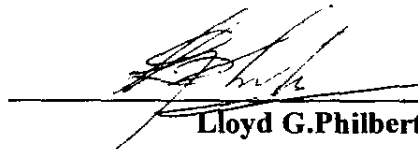


Andrés F. Casimiri, Member

REGISTERED AGENT'S ACCEPTANCE

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, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent as provided for in Chapter 608, Florida Statutes.

Dated: May 27, 2004



Lloyd G. Philbert, Registered Agent

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