

JUN 01 2004

Division of Corporations

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Page 1 of 1

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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To:

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From:

Account Name : ARAZOZA, COMAS, DE TORRES & FERNANDEZ-FRAGA, P.A.
Account Number : 076624003440
Phone : (305) 444-6226
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DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY

BARACOA HOLDINGS, LLC.

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H04000116685 3

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

OF

BARACOA HOLDINGS, LLC.

The undersigned members to these Articles of Organization hereby associate themselves together to form a Limited Liability Company under the laws of the State of Florida.

ARTICLE I
NAME

The name of this Limited Liability Company is: BARACOA HOLDINGS, LLC.

ARTICLE II
GENERAL NATURE OF BUSINESS

The Limited Liability Company may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III
TERM OF EXISTENCE

This Limited Liability Company is to exist perpetually. The Limited Liability Company's business will continue without regard to the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company.

ARTICLE IV
ADDRESS

The principal office and mailing address of this Limited Liability Company in the State of Florida is 1519 SARRIA AVENUE, CORAL GABLES, FL 33146. The Board of Managers may from time to time move the principal office to another address in Florida.

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H04000116685 3

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ARTICLE V
REGISTERED OFFICE, REGISTERED AGENT

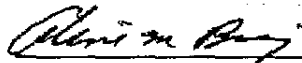
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

That BARACOA HOLDINGS, LLC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Organization at the County of Miami-Dade, State of Florida, hereby designates ALINE M. BRIZ, as its Registered Agent to accept services within the State. The registered office of the Limited Liability Company shall be 1519 SARRIA AVENUE, CORAL GABLES, FL 33146.

ARTICLE VI
MANAGEMENT

The Limited Liability Company is to be managed by one or more managers and is, therefore, a manager - managed company. The Initial Manager shall be ALINE M. BRIZ of 1519 SARRIA AVENUE, CORAL GABLES, FL 33146.

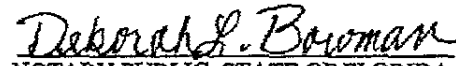
24 WITNESS the hand and seal of the members in Miami-Dade County, State of Florida, this day of May, 2004


ALINE M. BRIZ
Manager

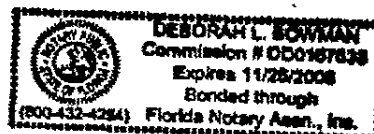
STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

PERSONALLY appeared before me, ALINE M. BRIZ, as Member of BARACOA HOLDINGS, LLC, for and on behalf of the entity, who produced _____ as identification, or is personally known to me, who being by me first duly sworn, acknowledge that she signed the same for the purposes therein expressed.

WITNESS my hand and seal at Miami-Dade County, Florida this 24 day of May, 2004


NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

My commission expires:



H04000116685 3

H04000116685 3

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE
SERVED. -1 A 11: 17

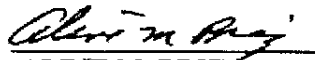
2004 JUN
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Section 48.091, Florida statutes, the following is submitted:

FIRST: That BARACOA HOLDINGS, LLC, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the County of Miami-Dade, State of Florida, designates ALINE M. BRIZ, as its Registered Agent to accept services within the State. The registered office of the Limited Liability Company shall be 1519 SARRIA AVENUE, CORAL GABLES, FL 33146.

Having been named to accept service of process for the above stated Limited Liability Company, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

REGISTERED AGENT


ALINE M. BRIZ

Date: May 24, 2004

H04000116685 3