

JUL 8. 2004 10:24 AM GREENBERG TRAUER & ASSOCIATES, P.A.

NO. 318 Pa. 2 of 1

L04000050956

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H04000141451 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:  
Division of Corporations  
Fax Number : (850) 205-0383

From:  
Account Name : GREENBERG TRAUER (ORLANDO)  
Account Number : 103731001374  
Phone : (407) 418-2435  
Fax Number : (407) 420-5909

RECEIVED

04 JUL -8 PM 12:43

DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY

EL SALADERO AMERICA, LLC

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$125.00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

04 JUL -8 AM 9:38

FILED

Electronic Filing Menu

Corporate Filing

Public Access Help

1204

**ARTICLES OF ORGANIZATION****OF****EL SALADERO AMERICA, LLC**  
a Florida limited liability company

The undersigned, for the purpose of organizing a limited liability company pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Organization, and does hereby agree and certify as follows:

**ARTICLE ONE - NAME**

The name of the limited liability company shall be EL SALADERO AMERICA, LLC (the "Company").

**ARTICLE TWO - COMMENCEMENT OF EXISTENCE**

This Company shall commence existence on the date these Articles of Organization are accepted and filed with the Florida Department of State and shall continue until terminated in accordance with the Operating Agreement of the Company.

**ARTICLE THREE - MAILING ADDRESS AND STREET ADDRESS OF PRINCIPAL OFFICE**

The mailing address and the street address of the principal office of the Company shall be 3206 Green's Avenue, Orlando, Florida 32804.

**ARTICLE FOUR - INITIAL REGISTERED OFFICE AND AGENT**

The initial registered office of the Company shall be located at 3206 Green's Avenue, Orlando, Florida 32804 and the initial registered agent of the Company at that address shall be CARL DANN, III. The Company may change its registered agent or the location of its registered office, or both, from time to time without amendment to these Articles of Organization.

**ARTICLE FIVE - PURPOSES AND GENERAL POWERS**

The purpose for which the Company is organized is to engage in any and all businesses and activities permitted by the laws of the State of Florida. The Company shall have all of the powers vested in a limited liability company organized and existing by virtue of such laws.

**ARTICLE SIX - MANAGEMENT**

The Company shall be a manager-managed company. The Company shall be managed by at least one (1) manager. The number of managers may be increased as provided in the Operating Agreement of the Company.

FILED  
04 JUL - 8 AM 9:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE SEVEN - AMENDMENT**

The Company reserves the right to amend or repeal any provisions contained in these Articles of Organization, or any amendment hereto, and any right conferred upon the Members is subject to this reservation, which amendment or repeal shall only be effectuated by the unanimous written approval of all Members of the Company or as otherwise provided in an Operating Agreement for the Company.

**ARTICLE EIGHT - ADOPTION OF OPERATING AGREEMENT**

The Company shall adopt an Operating Agreement for the Company, which may contain any provisions for the regulation and management of the business and affairs of the Company not inconsistent with these Articles of Organization, or Chapter 608 of the Florida Statutes.

**ARTICLE NINE - HEADINGS AND CAPTIONS**

The headings or captions of these various Articles of Organization are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned Member does hereby make and file these Articles of Organization declaring and certifying that the facts stated herein are true, and hereby subscribes thereto and hereunto sets its hand and seal this 6 day of July, 2004.

CARL DANN, III, Member

  
CARL Dann, III, President

**REGISTERED AGENT CERTIFICATE OF ACCEPTANCE**

In compliance with Section 608.415, Florida Statutes, the following is submitted:

EL SALADERO AMERICA, LLC (the "Company") desiring to organize as a domestic limited liability company or qualify under the laws of the State of Florida has named and designated CARL DANN, III, as its Registered Agent to accept service of process within the State of Florida with its registered office located at 3206 Green's Avenue, Orlando, Florida 32804.

**ACCEPTANCE**

Having been named as Registered Agent for the Company at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of that position as set forth in Chapter 608, Florida Statutes, as the same may apply to the Company.

FILED  
04 JUL -8 AM 9:38  
TALLAHASSEE, FLORIDA  
STATE

JUL. 8. 2004 10:25AM

GREENBERG TRAURIG

NO. 318 P. 5

Dated this 6 day of July, 2004.



CARL DANN, III, Registered Agent

FILED

04 JUL -8 AM 9:38

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA