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DIVISION OF CORPORATION PH 4:

LIMITED LIABILITY COMPANY

DON MANUEL II, LLC

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ARTICLES OF ORGANIZATION

OF

DON MANUEL II, LLC

Pursuant to the provisions of Chapter 608, Florida Statutes, for the purpose of forming a limited liability company under the laws of the State of Florida, the following are the Articles of Organization for Don Manuel II, LLC (the "Company"):

ARTICLE I NAME

The name of the limited liability company is Don Manuel II, LLC (the "Company").

ARTICLE II MAILING ADDRESS AND PRINCIPAL PLACE OF BUSINESS

The mailing address and principal place of business of the Company is 1560 South Dixie Highway, Riviera Cinema Plaza, Coral Gables, Florida 33146.

ARTICLE III INITIAL REGISTERED AGENT

The name and address of the initial registered agent for the Company in Florida is Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301.

ARTICLE IV MEMBER(S) OR MANAGER(S)

The name and address of each Manager or Member is as follows:

Title:	Name and Address:
Member (MGRM)	Manuel Perez, 1560 South Dixie Highway Riviera Cinema Plaza Coral Gables, Florida 33146
Donald Carlin (MGRM)	Manuel Perez, 1560 South Dixie Highway 5 TRiviera Cinema Plaza Coral Gables, Florida 33146
President (MGR)	Manuel Perez, 1560 South Dixie Highway Riviera Cinema Plaza Coral Gables, Florida 33146

IN WITNESS WHEREOF, pursuant to Section 608.407, Florida Statutes, the undersigned, authorized representative of a member of the Company, has executed these Articles of Organization this 3rd day of August, 2004.

Carol Fernandez

CERTIFICATE DESIGNATING THE ADDRESS AND AN AGENT UPON WHOM PROCESS MAY BE SERVED

WITNESSETH:

That **DON MANUEL**. II, LLC, desiring to organize under the laws of the State of Florida, has named Corporation Service Company, whose offices are located at 1201 Hays Street, Tallahassee, Florida 32301, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated comporation, 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, and I am familiar with, and accept the duties and obligations of a registered agent outlined in Section 608.415, Florida Statutes.

Dated this 3rd day of August, 2004.

Jennine Reynolds as its agent

Residenced Agent Simpoture