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Division of Corporations

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LIMITED LIABILITY COMPANY

BARR LOFTS LLC

Certificate of Status	0
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Page Count	03
Estimated Charge	\$155.00

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**ARTICLES OF ORGANIZATION
OF
BARR LOFTS LLC**

I, the undersigned, hereby make, subscribe and acknowledge these Articles of Organization for the purpose of becoming a limited liability company under the laws of the State of Florida.

1. **NAME:** The name of the company shall be **BARR LOFTS LLC**, and shall be hereinafter referred to as the "Company".

2. **DURATION:** The period of duration of the Company shall be perpetual.

3. **PRINCIPAL OFFICE:** The address of the principal office and mailing address of the Company is 7035 Gleneagle Dr., Miami Lakes, FL 33014.

4. **REGISTERED AGENT AND OFFICE:** The name of the registered agent of the Company within the State of Florida shall be Luis F. De La Cruz, Jr., whose street address is Two Alhambra Plaza, Suite PH 2-C, Coral Gables, FL 33134.

5. **MEMBERS:** This limited liability company shall have 2 members whose names and addresses are as follows:

5.1 **BARR Holdings LLC**, 7035 Gleneagle Dr., Miami Lakes, FL 33014

5.2 **Carlos Rodriguez**, 7035 Gleneagle Dr., Miami Lakes, FL 33014.

No additional members shall be admitted unless all members of the Company, (including all additional members other than original members) shall unanimously agree, and on such terms and conditions as shall they agree unanimously.

Luis F. De La Cruz, Jr.,
Two Alhambra Plaza, Suite PH 2-C
Coral Gables, FL 33134
305/448-0100
FL Bar No.: 278458

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The death, retirement, resignation, expulsion, bankruptcy or dissolution of any member, or the occurrence of any event which terminates the continued membership of a member of this Company, shall terminate the Company, unless the remaining members shall unanimously agree to continue the business of the Company, in which event, the Company shall not so terminate.

6. **MANAGEMENT:** The management of the Company is reserved to the managers of the Company. The power to adopt, alter, amend or repeal the regulations of the Company shall be vested in the members of the Company.

The names and addresses of the managing members of the Company are:

6.1 BARR Holdings LLC, 7035 Gleneagle Dr., Miami Lakes, FL 33014.

6.2 Carlos Rodriguez, 7035 Gleneagle Dr., Miami Lakes, FL 33014.

IN WITNESS WHEREOF, the undersigned subscribes to these Articles of Organization in Miami-Dade County, Florida on August 25, 2004.



Luis F. De La Cruz, Jr., as authorized
representative of a member.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

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

BARR LOFTS LLC, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at Miami, County of Dade, State of Florida, has named **Luis F. De La Cruz, Jr.**, located at **Two Alhambra Plaza, Suite PH 2-C, Coral Gables, FL 33134** as Registered Resident Agent to accept Service of Process within this State.

August 25, 2004.



Luis F. De La Cruz, Jr., as authorized
representative of a member.

Having been named to accept Service of Process for the above-named limited liability company at the place designated in these Articles, I hereby accept to act in this capacity and agree to comply with the provisions of the Florida Statutes relative to keeping open said office.

August 25, 2004.



Luis F. De La Cruz, Jr.
(Registered Resident Agent)

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