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DIVISION OF CORPORATIONS

TALLAHASSEE, FLORIDA

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**LIMITED LIABILITY COMPANY**

**garden liquors, llc**

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**ARTICLES OF ORGANIZATION  
OF  
GARDEN LIQUORS, LLC**

The undersigned, acting as Authorized Representatives of a for profit limited liability company pursuant to chapter 608 of the Florida Statutes, adopt the following Articles of Organization:

**ARTICLE I  
NAME**

Pursuant to Florida Statute § 608.406 the name of the Limited Liability Company is:

**GARDEN LIQUORS, LLC**

**ARTICLE II  
PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

3114 West 76<sup>th</sup> Street  
Hialeah, Florida 33018

**ARTICLE III  
PURPOSE & TERM**

The limited liability company may engage in any activity or business permitted under the Laws of the United States of America and the State of Florida.

This limited liability company shall have perpetual existence, and as such, the members have The right to continue the business on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event that terminates the existence of the limited liability company.

**ARTICLE IV  
INITIAL REGISTERED AGENT AND OFFICE**

Pursuant to Florida Statute § 608.415 the name and street address of the initial registered agent of the limited liability company is:

Mr. Erasmo Barroso  
2485 West 76<sup>th</sup> Street, #105  
Hialeah, Florida 33016

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**ARTICLE V  
LIMITATION OF COMPANY POWERS**

The company powers of this limited liability company are as provided in Chapter 608, Florida Statutes, unless limited as follows: NONE

**ARTICLE VI  
THIS LLC SHALL BE MANAGED BY A MANAGER**

This limited liability company shall have one (1) member initially. The number of members may be increased or diminished from time to time by the Regulations and/or Bylaws but shall never be less than one (1). The name and address of the initial members of this limited liability company are :

<u>NAMES</u>	<u>TITLE</u>
Erasmio Barroso	President / Member

**ARTICLE VII  
MANNER OF ELECTION OF MEMBERS**

The members will be elected every two (2) years in a special meeting to be held the second Tuesday of the month of January of every year as stated in the Operating Agreement of the limited liability company.

**ARTICLE VIII  
OPERATING AGREEMENT**

The Regulations and/or Bylaws of this limited liability company may be adopted, altered, amended or repealed by the Members, according to said Operating Agreement.

**ARTICLE IX  
INDEMNIFICATION**

The limited liability company shall indemnify any Member to the full extent permitted by law.

**ARTICLE X  
PRINCIPAL LIMITED LIABILITY COMPANY ADDRESS**

The principal address of the limited liability company is:

3114 West 76<sup>th</sup> Street  
Hialeah, Florida 33018

**ARTICLE XI**  
**ADDITIONAL MEMBERS**

No person shall be admitted as a member unless a majority-in-interest of the members consent in writing to the admission of the additional member.

**ARTICLE XII**  
**AUTHORIZED REPRESENTATIVES**

The name and address of the Authorized Representative who has executed these Articles of Organization is:

Mr. Erasmo Barroso  
2485 West 76<sup>th</sup> Street, #105  
Hialeah, Florida 33016

**ARTICLE XIII**  
**AMENDMENT**

This limited liability company reserves the right to amend or repeal any provisions contained in these Articles of Organization in accordance with the provisions of the Florida Limited Liability Company Act.

IN WITNESS THEREOF, the undersigned has executed these Articles of Organization,  
This 27<sup>th</sup> day of October, 2004

  
Erasmo Barroso

FILED  
FALLAHOSSE, FLORIDA


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ACCEPTANCE BY REGISTERED AGENT


HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED LIMITED LIABILITY COMPANY, AT THE PLACE DESIGNATED IN ARTICLE IV OF THESE ARTICLES OF ORGANIZATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS OF THE POSITION AS PROVIDED FOR IN FLORIDA STATUTES CHAPTER 608, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF MY DUTIES.

DATED THIS 27<sup>th</sup> DAY OF October, 2004.

  
Erasmo Barroso

STATE OF FLORIDA }  
COUNTY OF MIAMI-DADE }

BEFORE ME, the undersigned authority personally appeared Jose Galindo, who is personally known to me, or ( ) who produced a Florida driver's license as identification and who did take an oath on this 27th day of October, 2004

 Carolina N. Soto  
My Commission CC978514  
Expires January 07 2005

  
NOTARY PUBLIC - STATE OF FLORIDA

Printed name of Notary

My Commission Expires:

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FALLA HASSER, FLORIDA

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