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STEIN ROSENBERG

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Division of Corporations

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DIVISION OF CORPORATIONS

**LIMITED LIABILITY COMPANY**

Latin American Bayfront Bar & Grill, L.L.C.

Certificate of Status	0
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**ARTICLES OF ORGANIZATION  
FOR FLORIDA LIMITED LIABILITY COMPANY  
LATIN AMERICAN BAYFRONT BAR & GRILL, L.L.C.**

**THE UNDERSIGNED**, for the purpose of forming a limited liability company for profit pursuant to Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

**WITNESSETH:**

**ARTICLE I  
NAME**

The name of the Limited Liability Company is as follows:

**LATIN AMERICAN BAYFRONT BAR & GRILL, L.L.C.**

**ARTICLE II  
ADDRESS**

The address of the principal office and/or mailing address of the Limited Liability Company is as follows:

c/o JACK WEISBLAT  
6526 VIA ROSA  
BOCA RATON, FLORIDA 33433

**ARTICLE III  
DURATION**

This Limited Liability Company shall have an existence of forty (40) years commencing on the date of the filing of these Articles of Organization with the Department of State of Florida.

**ARTICLE IV  
INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of this L.L.C. is c/o Harold S. Bofshever, Esq. 4875 N. Federal Highway, Seventh Floor, Fort Lauderdale, Florida 33308 and the name of the initial registered agent of this L.L.C. at such address is Harold S. Bofshever

Prepared By:  
Harold S. Bofshever & Associates, P.A.  
4875 N. Federal Highway, 7<sup>th</sup> Floor  
Fort Lauderdale, FL 33308  
Telephone: (954) 772-5151  
Florida Bar No.: 210064

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Sworn to and subscribed before me this 20<sup>th</sup> day of December, <sup>2004</sup> by HAROLD S. BOFSHEVER, who did not take an oath is personally known to me or produced the following identification \_\_\_\_\_

  
NOTARY PUBLIC - State of Florida

My Commission expires:



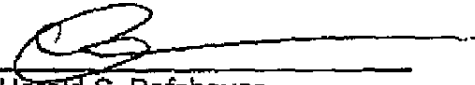
**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED AGENT/ REGISTERED OFFICE, IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:  
  
LATIN AMERICAN BAYFRONT BAR AND GRILL, L.L.C.
2. The name and address of the Registered agent and office is:

Harold S. Bofshever, Esq.  
4875 North Federal Highway  
Seventh Floor  
Fort Lauderdale, FL 33308

Having been named as Registered Agent and to accept service of process for the above stated Limited Liability Company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

  
Harold S. Bofshever

**ARTICLE V**  
**ADMISSION OF ADDITIONAL MEMBERS**

The right, if given, of the members of this Limited Liability Company to admit additional members and the terms and conditions of the admissions shall be only by the unanimous written consent of all members.

**ARTICLE VI**  
**MEMBERS RIGHTS TO CONTINUE BUSINESS**

The right, if given, of the remaining members of this Limited Liability Company to continue the business on 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 shall be that the remaining members shall have a right to continue business and shall further have the right, in the case of the death, retirement or resignation of a member, to admit an additional member upon the unanimous written consent of the remaining members.

**ARTICLE VII**  
**MANAGEMENT**

The Limited Liability Company is to be managed by no less than one (1) and no more than four (4) managing members. The names and addresses of the initial managing member is as follows:

Harold S. Bofshever  
4875 N. Federal Highway 7<sup>th</sup> Floor  
Fort Lauderdale, Florida 33308



HAROLD S. BOFSHEVER  
Managing Member

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STATE OF FLORIDA:  
COUNTY OF BROWARD :