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Florida Department of State
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To:

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

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
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LIMITED LIABILITY COMPANY

d'vino, l.l.c.

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ARTICLES OF ORGANIZATION

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FOR

D'VINO, L.L.C.

ARTICLE I - NAME

The name of this limited liability company shall be D'VINO, L.L.C..

ARTICLE II - DURATION

The limited liability company shall have perpetual existence.

ARTICLE III - PURPOSE AND POWERS

Except as restricted by these Articles of Organization, this limited liability company is organized for each and every legal and lawful purpose for which a limited liability company may be organized pursuant to the Florida Limited Liability Company Act.

Except as restricted by these Articles of Organization, this limited liability company shall have and may exercise all powers and rights which a limited liability company may exercise under Florida Law, or laws of the United States of America.

ARTICLE IV - PRINCIPAL OFFICE

The mailing address and the street address of this limited liability company shall be:

2655 S. LeJeune Road, Suite 804
Coral Gables, Florida 33134

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THIS INSTRUMENT PREPARED BY: LESTER G. KATES, ESQ.
Gables International Plaza
2655 S. LeJeune Road, Suite 804
Coral Gables, Florida 33134
Tel. No. (305) 445-4506

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ARTICLES OF ORGANIZATION - D'VINO, L.L.C.

ARTICLE V - REGISTERED AGENT AND OFFICE

The initial registered agent for this limited liability company and the street address of the initial agent are:

LESTER G. KATES, ESQ.
Gables International Plaza
2655 S. LeJeune Road, Suite 804
Coral Gables, Florida 33134

ARTICLE VI - ADDITIONAL MEMBERS

This limited liability company may admit additional members subject to approval by unanimous vote of the existing members.

ARTICLE VII - INITIAL MANAGERS

This limited liability company shall be managed by one or more members. This limited liability company shall initially have one managing member. The number of managing members of this company may be changed in accordance with the regulations of the company. The names and addresses of the initial managing member is as follows:

SERGIO H. VELARDE
1222 Cortez Street
Coral Gables, Florida 33134

The initial managing member shall serve indefinitely, or until his successor is elected and qualified, or until his death or resignation.

ARTICLE VII - REGULATIONS

The regulations of this limited liability company may only be adopted, amended, altered or repealed by the unanimous vote of the members.

ARTICLE IX - MEMBERS' RIGHT TO CONTINUE BUSINESS

The members remaining after the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or any event which terminates the membership of a member, have the right to continue the business of this limited liability company subject to approval by unanimous vote of the remaining members; provided that at least one (1) member remains.

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ARTICLES OF ORGANIZATION - D'VINO, L.L.C.

ARTICLE X - AMENDMENT

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

IN WITNESS WHEREOF the undersigned have executed these Articles of Organization this 24 day of February, 2005.


SERGIO H. VELARDE
Managing Member

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ARTICLES OF ORGANIZATION - D'VINO, L.L.C.

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CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

The name of the limited liability company is D'VINO, L.L.C.

The name and address of the registered agent and office is:

LESTER G. KATES, ESQ.
Gables International Plaza
2655 S. LeJeune Road, Suite 804
Coral Gables, Florida 33134

Having been named as registered agent and to accept service of process for the above-named 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 related to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED this 24 day of FEBRUARY, 2005.

LESTER G. KATES, ESQ.
Print: LESTER G. KATES, ESQ.

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