

W5000091993

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To: Division of Corporations
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From: Account Name : EMPIRE CORPORATE KIT COMPANY
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LIMITED LIABILITY COMPANY

gallery 1377, llc

Certificate of Status	0
Certified Copy	1
Page Count	06
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FLORIDA DEPARTMENT OF STATE
Glenda H. Hood
Secretary of State

March 31, 2005

EMPIRE

SUBJECT: GALLERY 1377, LLC
REF: W05000016361

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Section 608.407, Florida Statutes, requires the document(s) to be signed by a member or by the authorized representative of a member.

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Michelle Hodges
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ARTICLES OF ORGANIZATION OF

GALLERY 1377, LLC

a Florida Limited Liability Company

ARTICLE I
NAME

The name of this Limited Liability Company is:

GALLERY 1377, LLC

ARTICLE II
PURPOSE

A. Purposes. The Company is organized for any legal and lawful purpose for which a limited liability company may be organized pursuant to Chapter 608, Fla. Stat. as the same may be amended from time to time.

B. Powers. The Company shall have and may exercise all powers and rights which a limited liability company may exercise pursuant to Chapter 608, Fla. Stat., as the same may be amended from time to time.

ARTICLE III
ADDRESS

The mailing and street address of the Company's principal place of business is:

782 NW LE JEUNE ROAD, SUITE 4
MIAMI, FL 33126

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ARTICLE IV
DURATION

The period of duration of the Company shall be perpetual. The remaining members are given the right to continue the business of the limited liability company 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, upon a meeting and unanimous vote within sixty days of said event(s) to continue said business.

ARTICLE V
MANAGEMENT

The management of the Company shall be by one Manager and is therefore a manager-managed company. The initial manager is Elias Kasabdj. The initial manager's address is 782 NW Le Jeune Road, Suite 4, Miami, FL 33126

ARTICLE VI
MEMBERS

The names and addresses of the initial member is as follows:

PROJECT 1377 INTERNATIONAL, S.A.
C/O SUCRE, ARIAS & REYES
BELLA VISTA
SUCRE BUILDING
P.O. BOX 0816-01832
PANAMA 5, PANAMA

ARTICLE VII
ADMISSION OF NEW MEMBERS

The members shall not have the right to admit new members to the Company. New members may come into the Company only upon the agreement of those members owning at least one hundred percent (100%) of the interest in the Company and upon such terms and conditions as the existing members may unanimously agree.

ARTICLE VIII
ADOPTION OF REGULATIONS

The members shall adopt Regulations for the Company, which Regulations may contain any provision for the regulation and management of the affairs of the Company not inconsistent with these Articles of Organization or Chapter 608, Fla. Stat.

ARTICLE IX
AMENDMENT OF ARTICLES OF ORGANIZATION

These Articles may be amended at any time by a resolution adopted by the members, in conformity with the Regulations permitting said amendment, at any annual or special meeting.

ARTICLE X
INITIAL ADDRESS OF REGISTERED OFFICE
AND DESIGNATION OF REGISTERED AGENT


The street address of the initial registered office of this limited liability company in the State of Florida is 782 NW LE JEUNE ROAD, SUITE 4, Miami, FL 33126. The Members may from time to time, without amending these Articles, move the registered office to any other address within the State of Florida.

The initial Registered Agent is designated as ELIAS KASABDJI. The Registered Agent of the limited liability company may be changed at any time by a vote of the Members without an amendment of these Articles.

THESE ARTICLES OF ORGANIZATION have been executed by the undersigned member or authorized representative of the member this 28 day of March, 2005.

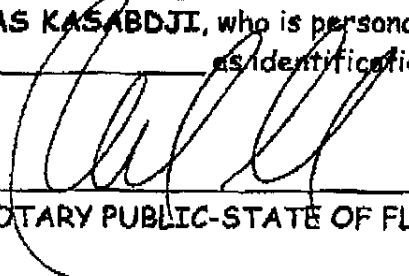
In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

PROJECT 1377 INTERNATIONAL, S.A.


By: **ELIAS KASABDJI**, authorized representative

STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was acknowledged before me on this 26 day of March, 2005, by **ELIAS KASABDJI**, who is personally known to me or who has produced a _____ as identification and who did take an oath.



NOTARY PUBLIC-STATE OF FLORIDA



Roberto F. Freitas
My Commission DD043712
Expires July 22, 2005

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE OF

GALLERY 1377, LLC

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 OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA

- 1. The name of the Limited Liability Company is:

GALLERY 1377, LLC

- 2. The name and address of the registered agent and office is:

ELIAS KASABDJI
782 NW LE JEUNE ROAD, SUITE 4
MIAMI, FL 33126

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 as provided for in Chapter 608, F.S

[Handwritten signature]
ELIAS KASABDJI

MARCH 28 . 2005

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