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LIMITED LIABILITY COMPANY

vqn food services, l.l.c.

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ARTICLES OF ORGANIZATION OF  
VQN FOOD SERVICES, L.L.C.

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The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statute Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be VQN FOOD SERVICES L.L.C. (the "Company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the Company shall be 3663 SW 8th Street, Penthouse, Miami, Florida 33135.

ARTICLE III -- DURATION

The Company shall commence its existence on the date the original articles of organization are filed by the Florida Department of State. The Company's existence shall terminate not later than 2040 A.D., unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the State of Florida is Felipe A. Valls Sr. located at 3663 SW 8th Street, Penthouse, Miami, Florida 33135.

ARTICLE V -- CAPITAL CONTRIBUTIONS

The Members of the Company shall contribute to the capital of the Company the cash or property agreed to by Members in the Operating Agreement as adopted by the Members and the Company ("Operating Agreement").

THIS INSTRUMENT PREPARED BY:  
J. L. QUINTANA, ESQUIRE  
QUINTANA & ASSOCIATES, P.A.  
338 MINORCA AVENUE  
CORAL GABLES, FL 33134  
TELEPHONE (305) 446-9300  
FLORIDA BAR #768987

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**PAGE TWO OF ARTICLES OF ORGANIZATION  
OF VQN FOOD SERVICES, L.L.C.**

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**ARTICLE VI - PURPOSES AND POWERS**

The Company shall have the right to engage in any lawful activity or business authorized by the laws of the State of Florida and shall all the powers and rights granted and conferred upon limited liability companies by the laws of the State of Florida.

**ARTICLE VII - PROFITS AND LOSSES**

Each Member shall have an interest in the assets, gains, income, profits, and losses and deductions of the Company (inclusive of all distributions on liquidation) (the "Membership Interest") in the proportions and percentages set forth in the Operating Agreement ("Operating Agreement"), subject to any conditions and limitations that may set forth therein.

**ARTICLE VIII - ADMISSION OF NEW MEMBERS**

No additional Members shall be admitted to the Company except in accordance with the Operating Agreement. A Member may transfer his or her Membership Interest in the Company only as permitted by and in accordance with the Operating Agreement of the Company. In the event of a transfer by a Member of his or her Membership Interest in the Company, the transferee shall have no right to participate in the management of the business and affairs of the Company or become a Member unless the Members other than the Member proposing to dispose of his or her interest approve of the proposed transfer in accordance with the Operating Agreement. All transfers (voluntary or involuntary) of Membership Interest shall be subject to the conditions and restrictions set forth in the Operating Agreement.

**ARTICLE IX - TERMINATION OF EXISTENCE**

The Company shall be dissolved on the death, bankruptcy, or dissolution of a Member, or on the occurrence of any other event that terminates the continued membership of a Member in the Company, unless the business of the Company is continued by all of the remaining Members within 30 calendar days, and the Members take such other action as required by the Operating Agreement.

**ARTICLE X  
MEMBERS**

The Company shall have one or more members (the "Members"). The name and address of the initial Members are:

Quintana Retail Holdings, Inc.  
C/O 338 Minorca Avenue  
Coral Gables, Florida 33134

CTN Holdings, Inc.  
C/O 3663 SW 8th Street, PH  
Miami, Florida 33135

Valls Retail Holdings, Inc.  
C/O 3663 SW 8th Street, PH  
Miami, Florida 33135

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ARTICLE XI - MANAGEMENT

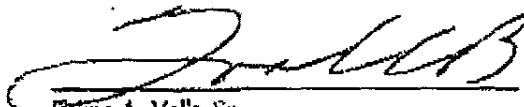
All Company powers shall be exercised by or under the authority of, and the business and affairs of this Company shall be managed by one or more Managers. Accordingly, the Company is a Manager-managed limited liability company. The Managers, including the Operating Manager, shall manage the Company in accordance with the Operating Agreement and the laws of the State of Florida. The internal affairs of the Company as set forth in the Operating Agreement shall govern the operation of the Company and its various Members. The Operating Agreement may provide for specific matters (including but not limited to, management, operational, and policy related functions and decisions) that would require the decision and consent of some or all of the Members. The names and addresses of the Initial Managers are as follows:

J. Luis Quintana C/O 338 Minorca Avenue Coral Gables, Florida 33134	Carlos Torres De Navarra C/O 3663 SW 8 <sup>th</sup> Street, PH Miami, Florida 33135	Felipe A. Valls, Sr. C/O 3663 SW 8 <sup>th</sup> Street, PH Miami, Florida 33135
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ARTICLE XII - INDEMNIFICATION AND LIABILITY

The Company may, as determined by the Operating Agreement, indemnify and advance expenses to a Member, Manager, employee or agent of the Company in connection with any proceeding, to the extent permitted by and in accordance with applicable laws and statutes and the Operating Agreement.


IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these articles of organization in Miami, Florida, on this 19 day of April, 2005.

  
Felipe A. Valls, Sr.

STATE OF FLORIDA            )  
COUNTY OF DADE           ) ss.

Before me, a Notary Public authorized in the State and County set forth above, personally appeared Felipe A. Valls, Sr. known to me and known by me to be the person(s), who, as organizer (s), executed the foregoing Articles of Organization and acknowledged before me that he executed those Articles of Organization.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the State, and County aforesaid, this 19 day of April, 2005.

  
NOTARY PUBLIC, State of Florida  
Printed Name of Notary Public  
My Commission Expires:



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TALLAHASSEE, FLORIDA  
SECRETARY OF STATE  
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*Handwritten signature*

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization of VON FOOD SERVICES L.L.C., as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accept the obligations of the position of registered agent.

*Handwritten signature of Felipe A. Valls, Sr.*

Felipe A. Valls, Sr.  
Registered Agent

STATE OF FLORIDA        )  
  )  
COUNTY OF DADE        ) ss.

Before me, a Notary Public authorized in the State and County set forth above, personally appeared Felipe A. Valls, Sr. known to me and known by me to be the person(s), who, as organizer(s), executed the foregoing acceptance and acknowledged before me that he executed same knowingly and voluntarily.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this April 17, 2005.

*Handwritten signature of Rene Gonzalez*

NOTARY PUBLIC, State of Florida  
Printed Name of Notary Public  
My Commission Expires



*Handwritten number: H05000097061*

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