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LIMITED LIABILITY COMPANY

d.m.g. warehouses, l.l.c.

Certificate of Status	0
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**ARTICLES OF ORGANIZATION**

**FOR**

**D.M.G. WAREHOUSES, L.L.C.**

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**ARTICLE I - NAME**

The name of this limited liability company shall be D.M.G. WAREHOUSES, 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:

3130 S.W. 98<sup>th</sup> AVENUE, MIAMI, FLORIDA 33165

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**ARTICLE V - REGISTERED AGENT AND OFFICE**

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

DELIO Z. GARCIA

3130 S.W. 98<sup>th</sup> AVENUE  
MIAMI, FLORIDA 33165

**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 name and addresses of the initial managing member is as follows:

DELIO Z. GARCIA

3130 S.W. 98<sup>th</sup> AVENUE  
MIAMI, FLORIDA 33165

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

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The regulations of this limited liability company may only be adopted, amended, altered or repealed by the unanimous vote of the members.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

ARTICLE X - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 14<sup>th</sup> day of November, 2005.

*Delio Z. Garcia*  
DELIO Z. GARCIA Member

STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

Before me, the undersigned authority, personally appeared DELIO Z. GARCIA, who is to me known to me the person described in and who executed the foregoing Articles of Organization, as a member, and he acknowledged to and before me that he executed the same for the use and purpose therein mentioned and set forth. () who is personally known to me or ( ) who has produced \_\_\_\_\_, as identification.



Maria Rivera  
Commission # DD333411  
Expires June 28, 2008  
Notary Public State of Florida

*Maria Rivera*  
NOTARY PUBLIC, STATE OF FLORIDA  
MARIA RIVERO  
PRINT NAME

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**CERTIFICATE OF DESIGNATION**

**OF**

**REGISTERED AGENT/REGISTERED OFFICE**

The name of the limited liability company is: D.M.G. WAREHOUSES, L.L.C.

The name and address of the registered agent and office is: 3130 S.W. 98<sup>th</sup> AVENUE,  
MIAMI, FLORIDA 33165.

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 14<sup>th</sup> day of November, 2005.

  
DELIO Z. GARCIA

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