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DIVISION OF CORPORATION

## LIMITED LIABILITY COMPANY

J&amp;K Tropic Holdings, LLC

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## ARTICLES OF ORGANIZATION

### Article I. Name

The name of this Florida limited liability company is:  
J&K Tropic Holdings, LLC

### Article II. Address

The Company's street and mailing address is:  
J&K Tropic Holdings, LLC  
3000 N.W. 77th Court  
Doral FL 33122

### Article III. Registered Agent

The name and street address of the Company's registered agent is:  
Jorge L. Piedra, Esq.  
2950 S.W. 27th Avenue  
Suite 300  
Miami FL 33133

### Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Jorge Piedra, Esq. | FL Bar Member  
Jorge L. Piedra, P.A.  
2950 S.W. 27th Avenue  
Suite 300  
Miami FL 33133  
(305) 448-7064

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Article V. Distribution of Profits

Unless otherwise provided in the Company's Operating Agreement, there shall not be any distribution of profits unless each separate distribution is approved by the affirmative vote of members who own more than 50% of the voting interest in the Company. The voting members shall have complete discretion on when and if to approve any distribution of profits.

Article VI. Management

This will be a manager-managed company. The name and address of each manager is:

ARMANDO COSIO  
3000 N.W. 77th Court Doral FL 33122  
GERARD FERNANDEZ  
3000 N.W. 77th Court Doral FL 33122

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Article VII. Company Existence

The Company's existence shall begin effective as of 12/7/2005.

The undersigned authorized representative of a member executed these Articles of Organization on 12/7/2005.

  
\_\_\_\_\_  
JORGE PIEDRA, ESQ.

by D. Stoutt as attorney-in-fact

Jorge Piedra, Esq. 1 FL Bar Member  
Jorge L. Piedra, P.A.  
2950 S.W. 27th Avenue  
Suite 300  
Miami FL 33133  
(305) 448-7064

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## STATEMENT OF REGISTERED AGENT

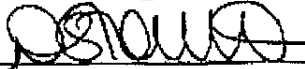
### LIMITED LIABILITY COMPANY:

J&K Tropic Holdings, LLC

### REGISTERED AGENT/OFFICE:

Jorge L. Piedra, Esq.  
2950 S.W. 27th Avenue  
Suite 300  
Miami FL 33133

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



JORGE L. PIEDRA, ESQ.  
by D. Stout as attorney-in-fact

Date: 12/7/2005.

Jorge Piedra, Esq. | FL Bar Member  
Jorge L. Piedra, P.A.  
2950 S.W. 27th Avenue  
Suite 300  
Miami FL 33133  
(305) 448-7064

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