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STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

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**FLORIDA/FOREIGN LIMITED LIABILITY CO.**

**500 enterprises retails, llc**

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ARTICLES OF ORGANIZATION

OF

500 ENTERPRISES RETAIL, LLC,  
a Florida limited liability company

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a limited liability company under the laws of the State of Florida do set forth the following:

ARTICLE I: NAME

The name of the Limited Liability Company is 500 ENTERPRISES RETAIL, LLC, a Florida limited liability company (the "Limited Liability Company").

ARTICLE II: DURATION

The existence of the Limited Liability Company shall be perpetual, unless terminated by the unanimous written agreement of all members, or by the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or upon the occurrence of any event which terminates the continued membership of a member, unless the existence and business of the company is continued by the consent and agreement of the remaining members owning a majority of the membership interests, or by amendment of these Articles of Organization thereby providing for the continued existence of the Limited Liability Company subsequent to the foregoing events.

ARTICLE III: PURPOSE

The purpose for which the Limited Liability Company is organized is to engage in any and all businesses and activities permitted by the laws of the State of Florida. The Limited Liability Company shall have all of the powers vested in a Limited Liability Company organized and existing by virtue of such laws.

ARTICLE IV: ADDRESS OF PLACE OF BUSINESS

The initial principal place of business and mailing address in Florida for the Limited Liability Company shall be 1200 Brickell Avenue, Suite 860, Miami, Florida 33131.

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#### **ARTICLE V: REGISTERED AGENT**

The name of the initial registered agent in Florida for the Limited Liability Company is Peter M. Lopez and the address of the initial registered agent is 1200 Brickell Avenue, Suite 860, Miami, Florida 33131.

#### **ARTICLE VI: CAPITAL CONTRIBUTIONS**

The total amount of cash contributed to the Limited Liability Company is One Thousand (\$1,000.00) Dollars in cash and no other property is being contributed to the Limited Liability Company.

#### **ARTICLE VII: ADDITIONAL CONTRIBUTIONS**

The total additional contributions, if any, agreed to be made by all members and the times at which, or the events or happenings of which, that shall be made, are as follows: No total additional contributions have been agreed to at the date of filing of these Articles of Organization. Additional contributions, if any, will be made upon agreement of the members owning a majority of the membership interests of the Limited Liability Company.

#### **ARTICLE VIII: MEMBERS**

The name and address of the members of the Limited Liability Company are:

- (i) Promotora G & D, L.L.C., a Florida limited liability company and
- (ii) Disa Holdings, LLC., a Florida limited liability company

whose addresses are 1200 Brickell Avenue, Suite 860, Miami, Florida 33131.

#### **ARTICLE IX: ADDITIONAL MEMBERS**

Members may admit additional members upon agreement of the members owning a majority of the membership interests in the Limited Liability Company.

#### **ARTICLE X: CONTINUITY OF BUSINESS**

Upon 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 in the Limited Liability Company, the business of the Limited Liability Company shall not be continued and the Limited Liability Company shall be dissolved unless the consent to continue of

all the remaining members of the Limited Liability Company is obtained or these Articles of Organization are amended thereby providing for the continued existence of the Limited Liability Company subsequent to the foregoing events.

#### ARTICLE XI: REGULATIONS

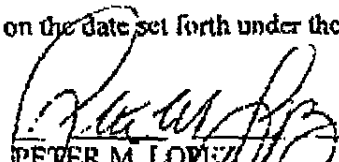
The member(s) shall have the power to adopt, alter, amend or repeal regulations of the Limited Liability Company containing provisions for the regulation and management of the affairs of the business of the Limited Liability Company.

#### ARTICLE XII: MANAGEMENT

The management of the Limited Liability Company is reserved to members, or officers of the members, who shall be referred to as managing members. The name and address of the managing members who shall serve as managing members until the first annual meeting of member(s) or until his successor is elected and qualified is as follows:

- (i) Emilia Giusti, Manager  
1200 Brickell Avenue, Suite 860  
Miami, Florida 33131
- (ii) Americo D'Agostini, Manager  
1200 Brickell Avenue, Suite 860  
Miami, Florida 33131


These Articles of Organization have been executed on the date set forth under the name of the subscribing member.


  
PETER M. LOPEZ  
SUBSCRIBING MEMBER  
Date: March 9, 2006

STATE OF FLORIDA                    )  
  ) SS:  
COUNTY OF MIAMI-DADE        )

On this 9 day of March, 2006, before me personally appeared Peter M. Lopez, to me known to be the person who executed the foregoing.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the County and State aforesaid.

  
\_\_\_\_\_  
Notary Public, State of Florida  
Commission No.:  
My Commission Expires:

 Ingrid Santamaria  
Commission #M1312450  
Expires: Apr 20, 2008  
Dated: Then  
Atlantic Bonding Co., Inc.

TOTAL P.05

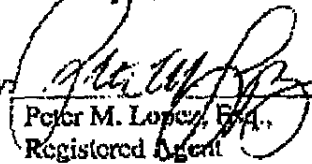
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**ACCEPTANCE BY REGISTERED AGENT**

Having been appointed the registered agent of 500 ENTERPRISES RETAILS, LLC, a Florida limited liability company the undersigned accepts such an appointment, agrees to act in such capacity and accepts the obligations proposed by Florida Statutes Section 608.415 and is herewith simultaneously designated as registered agent.

Executed this 9 day of March, 2006.

Peter M. Lopez, P.A.

By:   
Peter M. Lopez, P.A.,  
Registered Agent

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