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Florida Department of State  
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## To:

Division of Corporations  
Fax Number : (850) 205-0383

## From:

Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305) 634-3694  
Fax Number : (305) 633-9696

## FLORIDA/FOREIGN LIMITED LIABILITY CO.

chef della casa llc

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CHEF DELLA CASA LLC

## ARTICLE I

## Name

The name of this limited liability company is CHEF DELLA CASA LLC (hereinafter "the Company").

## ARTICLE II

### Address

The initial mailing address and principal office of the company is

6896 S.W. 21<sup>st</sup> Street  
Miami, Florida 33155

### ARTICLE III

### Duration

The Company's existence shall commence upon the filing of these Articles of Organization with the Florida Department of State and said existence shall be perpetual.

#### ARTICLE IV

## Initial Registered Office and Agent

The name and mailing address of the initial registered office and the initial registered agent of the Company is:

Clemens W. Pauly, Esq.  
Langstadt Pauly Chartered  
815 Ponce de Leon Blvd.  
Suite P-201  
Coral Gables, Florida 33134

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## ARTICLES V

### **Purpose**

The Company shall be authorized to engage in and transact any and all lawful business within and without the State of Florida or United States for which Limited Liability Companies may be created under § 608.404 Florida Statutes, as amended and supplemented.

## ARTICLE VI

### **Management/Members**

The Company is to be managed by its members. The name and address of the members and managers are:

John A. Seymour  
6896 S.W. 21<sup>st</sup> Street  
Miami, Florida 33155-1736

Piedad M. Zamora-Seymour  
6896 S.W. 21<sup>st</sup> Street  
Miami, Florida 33155-1736

## ARTICLE VII

### **Additional Members**

The members shall have the right to admit additional members upon the unanimous consent of all members to the admission of the additional members and to the terms of admission.

## ARTICLE VIII

### **Termination of Membership**

If a member of the Company dies, retires, resigns, is dissolved, experiences bankruptcy, or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the remaining members may, by unanimous written agreement, continue the business of the Company.

ARTICLE IX

**Regulations**

The Members shall have the power to adopt, amend, or repeal regulations of the Company containing provisions for the regulation and management of the affairs of the Company (the "Operating Agreement").

In accordance with the 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.

IN WITNESS WHEREOF, I have made and subscribed these Articles of Organization this 5<sup>th</sup> day of April, 2006.

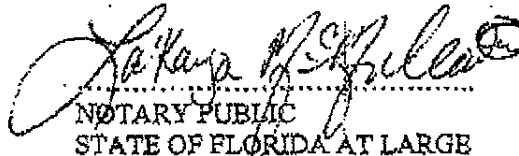


Clemens W. Pauly, as Organizer

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

I HEREBY CERTIFY that on this day, before me, personally appeared Clemens W. Pauly, who is known to me to be the person described in and who executed these Articles of Organization as Organizer, and acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me at the County and State last aforementioned this 5 day of April, 2006.



NOTARY PUBLIC  
STATE OF FLORIDA AT LARGE

My commission expires



La'Kara McMillen  
MY COMMISSION # DD 344816  
EXPIRES: August 9, 2008  
Bonded Through Esquel Agency Services

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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provision of Florida Statutes § 608.415, the undersigned submits the following statements in designating the registered office/registered agent for CHEF DELLA CASA LLC, in the State of Florida.

1. The name and address of the limited liability company is:

CHEF DELLA CASA LLC  
6896 S. W. 21<sup>st</sup> Street  
Miami, FL 33155-1736

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

Clemens W. Pauly, Esq.  
Langstadt Pauly Chartered  
815 Ponce de Leon Blvd.  
Coral Gables, FL 33134

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.

DATED: April 5, 2006

Clemens W. Pauly, Esq.  
Registered Agent

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