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FLORIDA/FOREIGN LIMITED LIABILITY CO.

andrea fay, llc

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**ARTICLES OF ORGANIZATION  
OF  
ANDREA FAY, LLC**

The undersigned, for the purpose of forming a Limited Liability Company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization:

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**ARTICLE I: NAME**

The name of the Limited Liability Company shall be **ANDREA FAY, LLC**

**ARTICLE II: ADDRESS**

The principal business address of the Company shall be 3631 Alhambra Circle, Coral Gables, Florida 33134.

**ARTICLE III: DURATION**

The Company shall commence its existence on the date these Articles of Organization are filed, by the Florida Department of State. The Company's existence shall terminate no later than 2030, 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 shall be John A. Margolis, Suite 330, 9990 S.W. 77<sup>th</sup> Avenue, Miami, FL 33156-2661.

**ARTICLE V: ADDITIONAL CAPITAL CONTRIBUTION**

Each member shall make additional capital contributions to the Company only on unanimous consent of all the members.

**ARTICLE VI - TERMINATION OF EXISTENCE**

The Company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, 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 the consent of all the remaining members.

**ARTICLES VII - MANAGEMENT**

The Company shall be managed by the members in accordance with regulations adopted by

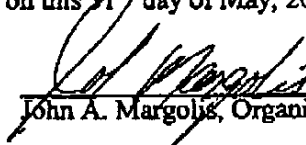
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the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with the law or of these Articles of Organization. The names and address of the members of the Company are:

<u>Name</u>	<u>Address</u>
Andrea F. Stringos	4610 S.W. 75 <sup>th</sup> Avenue, Miami, Florida 33155
John C. Graves	4610 S.W. 75 <sup>th</sup> Avenue, Miami, Florida 33155

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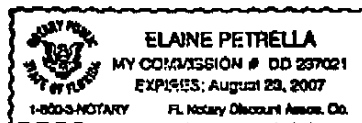
IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization at Miami, Florida, on this 31<sup>st</sup> day of May, 2006.

  
\_\_\_\_\_  
John A. Margolis, Organizer

State of Florida  
County of Miami-Dade

Sworn to and subscribed before me this 31<sup>st</sup> day of May, by John A. Margolis, personally known or who produced N/A as identification.

  
\_\_\_\_\_  
Notary Public, State of Florida



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

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA

- 1. The name of the **Limited Liability Company** is: Andrea Fay, LLC.
- 2. The name and address of the **Registered Agent** and office is:

John A. Margolis, Suite 330, 9990 S.W. 77<sup>th</sup> Avenue, Miami, Florida 33156-2661.

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**ACCEPTANCE BY REGISTERED AGENT**

The undersigned, being the person named in the Articles of Organization of Andrea Fay, LLC, as the Registered Agent of this **Limited Liability Company**, does hereby consent 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 company with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of Registered Agent.

  
John A. Margolis, Registered Agent

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