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To:

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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.

cofa, llc

ALV

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

June 2, 2006

FLORIDA DEPARTMENT OF STATE
Division of Corporations

EMPIRE

SUBJECT: COFA, LLC
REF: W06000025261

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

COFA LLC

(Must end with the words "Limited Liability Company," "Limited Company" or their abbreviation "LLC," or "L.C.")

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:

Mailing Address:

2625 COLLINS AVE
UNIT 1810
MIAMI BEACH, FL 33140

2625 COLLINS AVE
UNIT 1810
MIAMI BEACH, FL 33140

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

The name and the Florida street address of the registered agent are:

DANIEL FABRIS

Name

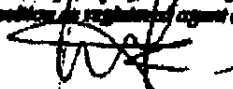
2625 COLLINS AVE, #1810

Florida street address (P.O. Box NOT acceptable)

MIAMI BEACH FL 33140

City, State, and Zip

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 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 605, F.S.



Registered Agent's Signature (REQUIRED)

(CONTINUED)

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ARTICLE IV- Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA**Title:**

"MGR" = Manager

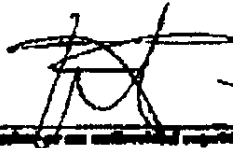
"MGRM" = Managing Member

Name and Address:

<u>MGR</u>	66.67%	<u>DANIEL FABRUS</u> <u>2635 COLLINS AVE #1810</u> <u>MIAMI BEACH, FL 33140</u>
<u>MGR</u>	16.67%	<u>ERNESTO COHAN</u> <u>354 GOLDEN BEACH DRIVE</u> <u>GOLDEN BEACH, FL 33160</u>
<u>MGR</u>	16.66%	<u>MONICA COHAN</u> <u>354 GOLDEN BEACH DRIVE</u> <u>GOLDEN BEACH, FL 33160</u>
_____		_____
_____		_____

(Use attachment if necessary)

ARTICLE V: Effective date, if other than the date of filing: _____ (OPTIONAL)
 (If an effective date is listed, the date must be specific and cannot be more than five business days prior to or 90 days after the date of filing.)

REQUIRED SIGNATURE:


Signature of a member or an authorized representative of a member.

(In accordance with section 608.406(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

DANIEL FABRUS

Typed or printed name of signer

Filing Fees:

- \$125.00 Filing Fee for Articles of Organization and Designation of Registered Agent
- \$ 30.00 Certified Copy (Optional)
- \$ 5.00 Certificate of Status (Optional)

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