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**FLORIDA/FOREIGN LIMITED LIABILITY CO.**

**loft gallery, llc**

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ARTICLES OF ORGANIZATION

OF

LOFT GALLERY, LLC

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ARTICLE I - NAME

The name of this limited liability company is Loft Gallery, LLC.

ARTICLE II - PURPOSES AND POWERS

This limited liability company is authorized to transact any business and engage in any activities permitted by the laws of the United States and the State of Florida from time to time, for a limited liability company.

ARTICLE III - PROFITS AND LOSSES

Profits and losses of this limited company shall be allocated to members as provided in regulations adopted and as may be amended from time to time by the members (the "Regulations").

ARTICLE IV - DURATION

This limited liability company shall continue perpetually, unless earlier dissolved in a manner provided by law or pursuant to the Regulations.

ARTICLE V - PRINCIPAL PLACE OF BUSINESS

The principal office and mailing address of this limited liability company is 4701-A S.W. 56 Avenue, Miami, Florida 33155.

ARTICLE VI - MANAGEMENT

Management of this limited liability company shall be through its managers, a committee of which shall serve as the managers (the "Board of Managers") pursuant to the Regulations until the first annual meeting of members or until their successors are duly elected and qualified. The name and address of the initial Board of Managers are as follows:

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<u>Name</u>	<u>Address</u>
Thomas Langley.	4701-A S.W. 72 Avenue, Miami, Florida 33155
Auxi Damian-Langley	4701-A S.W. 72 Avenue, Miami, Florida 33155

**ARTICLE VII - INITIAL REGISTERED  
OFFICE AND REGISTERED AGENT**

The address of the initial registered office of this limited liability company is 2701 S. LeJeune Road, Suite 401, Coral Gables, Florida 33134, and the name of its initial registered agent at such address is Jose R. Pujols, Esq., who upon accepting this designation agrees to comply with the provisions of Chapters 608 and 48, Florida Statutes, as needed from time to time, with respect to keeping an office open for service of process.

**ARTICLE VIII - RESTRICTIONS ON MEMBERSHIP**

New members of this limited liability company shall be admitted only upon the approval of a majority of the existing membership interests. Contributions required of new members shall be determined as of the time of admission to this limited liability company.

A member's interest in this limited liability company may not be sold or otherwise transferred except with the consent of a majority of the non-transferring membership interests in this limited liability company.

"Membership interest" for purposes of these Articles of Organization shall be determined as provided in the Regulations of this limited liability company.

**ARTICLE IX - CONTINUATION OF THE BUSINESS**

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in this limited liability company, the remaining members shall have the right to continue the business if and only if within 90 days after such occurrence, this limited liability company receives the consent of

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a majority of the remaining membership interests to continue in existence.

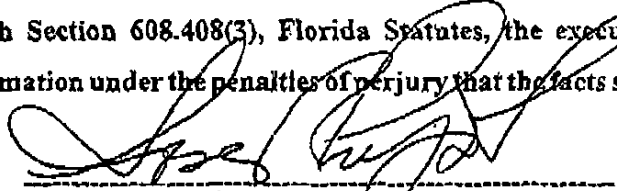
**ARTICLE X - AMENDMENT**

These Articles of Organization may be amended only by the affirmative consent of a majority of the membership interests in this limited liability company.

**ARTICLE XI - EFFECTIVE DATE**

The effective date of these Articles of Organization shall be upon filing.

(In accordance with Section 608.408(3), Florida Statutes, the execution of this affidavit constitutes and affirmation under the penalties of perjury that the facts stated herein are true.)



Jose R. Pujols, Esq., as authorized representative of  
each of the members of Loft Gallery, LLC.

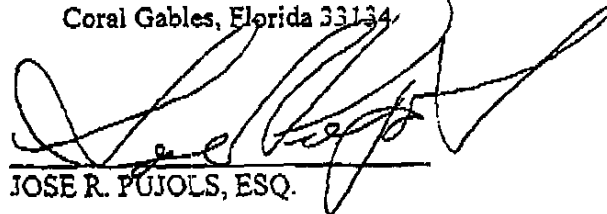
Executed this 22<sup>d</sup> day of September, 2006

**ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT**

Having been named to accept service of process for Loft Gallery, LLC., at the place designated in the Articles of Organization, Jose R. Pujols, Esq., agrees to act in this capacity, agrees to comply with the provisions of Section 608.415 and Chapter 48, Florida Statutes, and all other statutes relating to the proper and complete performance of his duties, is familiar with and accepts the obligations of the position of registered agent, including but not limited to keeping open street office, at the following street address:

Jose R. Pujols, Esq.  
2701 S.W. LeJeune Road, Suite 401  
Coral Gables, Florida 33134

Date: September 22, 2006.

  
JOSE R. PUJOLS, ESQ.

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