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

From:

Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305)672-0686
Fax Number : (305)672-9110

FLORIDA/FOREIGN LIMITED LIABILITY CO

Cohiba Brasserie II, LLC

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ARTICLES OF ORGANIZATION

Article I. Name

The name of this Florida limited liability company is:
Cohiba Brasserie II, LLC

Article II. Address

The street and mailing address of the Company's initial principal office is:
Cohiba Brasserie II, LLC
7245 South Brestwick Place
Miami Lakes FL 33014

Article III. Registered Agent

The name and street address of the Company's registered agent is:
Fernando Garcia, Esq.
3625 NW 82nd Avenue, Suite 201
Miami FL 33166

Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Fernando Garcia | FL Bar Member 070017
Law Offices of Fernando Garcia, P.A.
3625 NW 82nd Avenue, Suite 201
Miami FL 33166
305-774-1300 x104

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Article V. Distribution of Profits

Unless otherwise provided in the Company's Operating Agreement, there shall not be any distribution of profits unless each separate distribution is approved by the affirmative vote of members who own more than 50% of the voting interest in the Company. The voting members shall have complete discretion on when and if to approve any distribution of profits.

Article VI. Management

This will be a manager-managed company. The name and address of each manager is:

ROBERTO FERRER
7245 South Brestwick Place
Miami Lakes FL 33014
MICHEL D. HUARTE
7245 South Brestwick Place
Miami Lakes FL 33014
IOSVANY MARQUEZ
7245 South Brestwick Place
Miami Lakes FL 33014

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Article VII. Company Existence

The Company's existence shall begin effective as of 10/5/2006.

The undersigned authorized representative of a member executed these Articles of Organization on 10/5/2006.


FERNANDO GARCIA
by E.S. Davila as attorney-in-fact

Fernando Garcia | FL Bar Member 070017
Law Offices of Fernando Garcia, P.A.
3625 NW 82nd Avenue, Suite 201
Miami FL 33166
305-774-1300 x104

STATEMENT OF REGISTERED AGENT

LIMITED LIABILITY COMPANY:

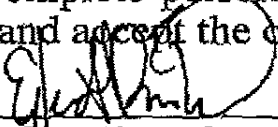
Cohiba Brasserie II, LLC

REGISTERED AGENT/OFFICE:

Fernando Garcia, Esq.
3625 NW 82nd Avenue, Suite 201
Miami FL 33166

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I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


FERNANDO GARCIA, ESQ.
by E.S. Davila as attorney-in-fact

Date: 10/5/2006.

Fernando Garcia | FL Bar Member 070017
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