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**FLORIDA/FOREIGN LIMITED LIABILITY CO.**

**boutique bay, llc**

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**ARTICLES OF ORGANIZATION  
OF  
BOUTIQUE BAY, LLC**

The undersigned, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

**ARTICLE I**

**NAME**

The name of the limited liability company is BOUTIQUE BAY, LLC (the "Company").

**ARTICLE II**

**ADDRESS**

The principal office and mailing address of the Company is:

c/o Nibaldo J. Capote  
4000 Ponce de Leon Blvd.  
Suite 400  
Coral Gables, FL 33146

**ARTICLE III**

**REGISTERED AGENT AND OFFICE**

The Company designates 4000 Ponce de Leon Blvd., Suite 400, Coral Gables, FL 33146 as the street address of the initial registered office of the Company and names Nibaldo J. Capote, Esq. as the Company's initial registered agent at that address to accept service of process within this state.

**ARTICLE IV**

**MANAGEMENT**

The Company shall be manager-managed as per the terms of the Company's Operating Agreement.

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**ARTICLE V.**

**DURATION AND CONTINUATION**

The period of the Company's duration shall commence with the filing of these Articles of Organization with the Secretary of State, and shall continue perpetually, unless terminated (i) in accordance with the Company's Operating Agreement, or (ii) by the written agreement of a majority of ownership interest.

**ARTICLE VI.**

**PURPOSE**

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE VII.**

**ADDITIONAL MEMBERS**


Additional Members shall be admitted in the manner set forth in the Operating Agreement of the Company.

**ARTICLE VIII.**

**OPERATING AGREEMENT**

The power to adopt, alter, amend, or repeal the Operating Agreement of the Company shall be vested in the Members of the Company in the manner set forth in the Operating Agreement of the Company.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 1st day of November, 2006.

By:   
Nibaldo J. Capote, Esq.  
Authorized Representative

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**ACCEPTANCE OF REGISTERED AGENT**

The undersigned agrees to act as registered agent for BOUTIQUE BAY, LLC to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 808, Florida Statutes, and acknowledge that the undersigned is familiar with, and accepts, the obligations of such position on this 1st day of November, 2006.

By:   
Name: Nibaldo J. Capote, Esq.

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