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To:

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

From:

Account Name : SALOMON HAZDAY, JR., P.A.
Account Number : I19990000081
Phone : (305)442-8922
Fax Number : (305)446-5236

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FLORIDA/FOREIGN LIMITED LIABILITY CO.

Yuri Zatarain Art Studio, LLC

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DIVISION OF CORPORATION

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**ARTICLES OF ORGANIZATION
OF
YURI ZATARAIN ART STUDIO, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be: YURI ZATARAIN ART STUDIO, LLC.

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company shall be:

8293 SW 171 Terrace
Miami, Florida 33157

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ARTICLE III -- REGISTERED OFFICE AND AGENT

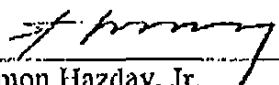
The name and street address of the registered agent of the company in the state of Florida shall be:

Salomon Hazday, Jr., P.A.
2655 Le Jeune Road, Penthouse 2A
Coral Gables, Florida 33134.

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated above, 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 the Florida Statutes.

SALOMON HAZDAY, JR., PA.

By:


Salomon Hazday, Jr.

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ARTICLE IV -- MANAGEMENT

This limited liability company shall be managed by one or more managers appointed by the members in accordance with the terms of its Operating Agreement. As such, the company will be manager-managed. The initial managers shall be as follows:

Guadalajara Group, LLC
8293 SW 171 Terrace
Miami, Florida 33157

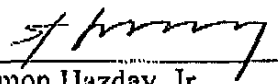
Cancun Group, LLC
8293 SW 171 Terrace
Miami, Florida 33157

Coral Gables Group, LLC
8293 SW 171 Terrace
Miami, Florida 33157

IN WITNESS WHEREOF, the undersigned authorized representative has made and subscribed these articles of organization at Miami, Florida, on November 2, 2006.

SALOMON HAZDAY, JR., PA.

By:


Salomon Hazday, Jr.

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