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Certificates of Status

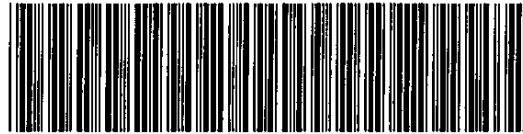
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06 DEC 11 PM 2:46  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

December 7, 2006


Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**RE: RIO ZAZA I, LLC.**

Enclosed please find the original and one copy of the Articles of Organization, together with a check in the amount of \$155.00.

This represents the costs of a certified copy, filing fees and taxes for the Organization.

Sincerely,



Luis R. Avello, PA.  
7400 S.W. 50 Terr. Suite 301  
Miami, FL 33155

**ARTICLES OF ORGANIZATION  
OF  
RIO ZAZA I, LLC.**

The undersigned, being a duly authorized representative of a member, 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:  
**RIO ZAZA I, LLC.** (the "Company")

**ARTICLE II**

**ADDRESS**

The principal office and mailing address of the Company is:  
**4705 University Dr., Coral Gables, FL 33146.**

**ARTICLE III**

**REGISTERED AGENT AND OFFICE**

The Company designates **4705 University Dr., Coral Gables, FL 33146**, as the street address of the initial registered office of the Company and names **YSABEL Y. N. LLANES** as the Company's initial registered agent at that address to accept service of process within the state.

**ARTICLE IV**

**MANAGEMENT**

The Company shall be conducted, carried on, and managed by

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**TALLAHASSEE FLORIDA**

at least one (1) Manager. The Manager(s) shall also have the rights and responsibilities described in the Operating Agreement of the Company. The Manager(s) shall serve in such capacity until their successor(s) are duly elected and qualified.

## **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 this 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 may be admitted upon the approval of a majority of the ownership interest of the Company, upon the written application of such new Member, 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.

#### ARTICLE IX

##### MEMBERS

<u>NAME</u>	<u>ADDRESS</u>
MANUEL R. LLANES	4705 University Dr. Coral Gables, FL 33146
YSABEL Y. N. LLANES	Same

#### ARTICLE X

##### MANAGERS

<u>NAME</u>	<u>ADDRESS</u>
MANUEL R. LLANES	4705 University Dr. Coral Gables, FL 33146
YSABEL Y. N. LLANES	Same

#### ARTICLE XI

##### OFFICERS

	<u>NAME</u>	<u>ADDRESS</u>
President	MANUEL R. LLANES	4705 University Dr. Coral Gables, FL 33146
Vice President	YSABEL Y. N. LLANES	Same
Secretary	YSABEL Y. N. LLANES	Same
Treasurer	YSABEL Y. N. LLANES	Same

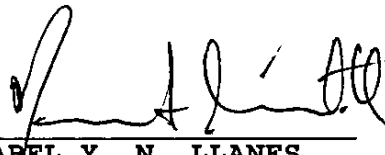
#### ARTICLE XII

PERCENTAGE OWNERSHIP

<u>NAME</u>	<u>ADDRESS</u>	<u>PERCENTAGE</u>
MANUEL R. LLANES	4705 University Dr. Coral Gables, FL 33146	50
YSABEL Y. N. LLANES	Same	50

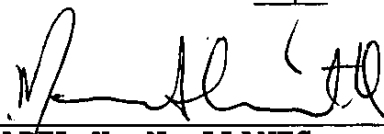
IN WITNESS WHEREOF, the undersigned has hereunto set their hand and seal this 7 day of December, 2006.

  
\_\_\_\_\_  
MANUEL R. LLANES  
Member

  
\_\_\_\_\_  
YSABEL Y. N. LLANES  
Member

ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as a registered agent for RIO ZAZA I, LLC., to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and acknowledge that the undersigned is familiar with, and accepts, the obligations of such position on this 7 day of December, 2006.

  
\_\_\_\_\_  
YSABEL Y. N. LLANES  
Registered Agent


STATE OF FLORIDA )

SS:

COUNTY OF MIAMI-DADE )

BEFORE ME, a Notary Public, authorized to take acknowledgements in the State and County set forth above, personally appeared, Manuel R. Llanes and, Ysabel Y. N. Llanes, to me known and known by me to be the person/s who executed the foregoing Articles of Organization and acknowledged before me the due execution of these Articles.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid in this 7 day of DECEMBER, 2006.

  
NOTARY PUBLIC, State of  
Florida at Large.

My commission expires:

