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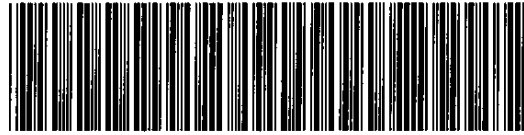
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December 7, 2006


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

RE: RIO ZAZA III, 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 III, 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 III, 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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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

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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

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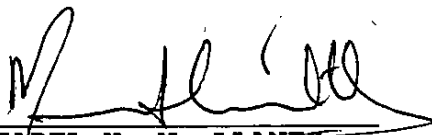
PERCENTAGE OWNERSHIP

| <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.



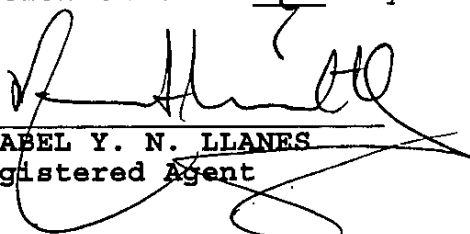
MANUEL R. LLANES
Member



YSABEL Y. N. LLANES
Member

ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as a registered agent for RIO ZAZA III, 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

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STATE OF FLORIDA)
 SS:
COUNTY OF MIAMI-DADE)

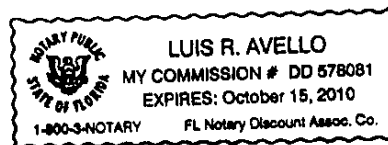
BEFORE ME, a Notary Public, authorized to take acknowledgements in the State and County set forth above, personally appeared, Manuel R. Llanes and, Ysabel Y. N. Llanes, to me known and known by me to be the person/s who executed the foregoing Articles of Organization and acknowledged before me the due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



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