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Division of Corporations  
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**FLORIDA/FOREIGN LIMITED LIABILITY CO.**

**USA GRILL, LLC**

|                       |          |
|-----------------------|----------|
| Certificate of Status | 1        |
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**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED  
LIABILITY COMPANY**

**ARTICLE I. Name**

The name of the Limited Liability Company is:

**USA GRILL, LLC**

**ARTICLE II. - Address**

The mailing address and street address of the principal office of the Limited Liability Company is:

15025 NW 77<sup>th</sup> Avenue  
Suite 113  
Miami, Florida 33014

**ARTICLE III. - Registered Agent, Registered Office,  
& Registered Agent's Signature:**

The name and the Florida street address of the registered agent are:

**Miami Corporate Systems, Inc.**  
283 Catalonia Avenue  
Second Floor  
Coral Gables, Florida 33134

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Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 Chapter 608, F.S.

REGISTERED AGENT:

  
Salomon B. Esquenazi, Vice President

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This instrument was prepared by:

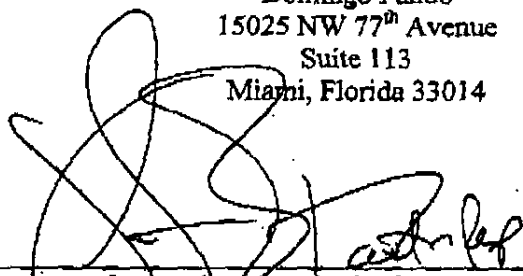
Salomon B. Esquenazi Esq.  
Rasco Reininger Perez Esquenazi & Vigil, P.L.  
283 Catalonia Avenue, 2<sup>nd</sup> Floor  
Coral Gables, Florida 33134  
(305) 476-7100

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**ARTICLE IV. -- Management:**

The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager-managed company. The name and address of the manager who is to serve as initial manager is:

Domingo Pando  
15025 NW 77<sup>th</sup> Avenue  
Suite 113  
Miami, Florida 33014



Signature of a member or authorized representative of a member.

In accordance with section 608.408(3), Florida Statutes,  
the execution of this document constitutes an  
affirmation under the penalties of perjury that the  
facts stated herein are true.

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This instrument was prepared by:  
Salomón B. Esquenazi Esq.  
Rasco Reininger Perez Esquenazi & Vigil, P.L.  
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