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

From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
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Fax Number : (305) 633-9696

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TALLAHASSEE, FLORIDA

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FLORIDA/FOREIGN LIMITED LIABILITY CO.

miami bay latin food, llc

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5

ARTICLES OF ORGANIZATION
OF
MIAMI BAY LATIN FOOD, LLC

The undersigned, being authorized to execute and file these Articles, hereby certifies that:

ARTICLE I

The name of the Limited Liability Company is: MIAMI BAY LATIN FOOD, LLC

ARTICLE II

The mailing address and street address of the principal office of the Limited Liability Company shall be as follows:

7955 S. W. 199 Terrace, Miami, Florida 33189

ARTICLE III

The period of duration for the Limited Liability Company shall be:
Perpetual

ARTICLE IV

The Limited Liability Company is to be managed by a manager or managers who may be, but are not required to be, a member of the Company. The name and address of the manager who will serve as manager until the first annual meeting of the members or until his/her successor is selected and qualified in accordance with the Regulations is as follows:

JESUS E. GALINDO - 7955 S.W. 199th Terrace, Miami, Florida 33189 - Manager

ARTICLE V

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be: By unanimous written consent of the existing members as per the terms of the Regulations.

JORGE E. BLANCO, ESQ.
1401 Ponce De Leon Boulevard, Suite 202
Coral Gables, Florida 33134
Telephone No.: (305) 444-0044
Florida Bar No.: 197807

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ARTICLE VI

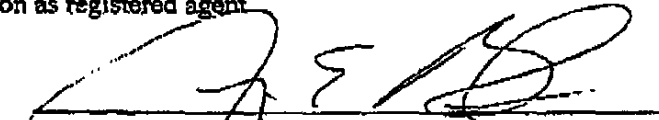
The right, if given, of the members of the Limited Liability Company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company shall be as provided for in the written Regulations of the Company.

ARTICLE VII

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

JORGE E. BLANCO
1401 Ponce de Leon Blvd.
Suite 202
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 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.


JORGE E. BLANCO- Registered Agent

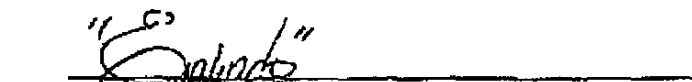
ARTICLE VIII

Purpose: The Company is organized to purchase, acquire, buy, sell, own, trade in, hold, develop, lease, manage, subdivide, own and operate a foodservice/restaurant and otherwise deal in and with the real property and improvements thereon, and to engage in such other lawful activities as are reasonably necessary, convenient, or incidental to that purpose or any other business permitted under the Act.

ARTICLE IX

Regulations: Any Regulations as defined in Section 608.402 (13) of the Act, relating to this Limited Liability Company must be in writing and signed by all the Members.

IN WITNESS WHEREOF, We have signed these Articles of Organization and acknowledged them to be my act this 29 day of June, 2007


JESUS E. GALINDO- Manager

In accordance with Section 608.408(3), Florida Statutes, the execution of this Affidavit

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constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

I HEREBY CERTIFY, that on the 29 day of June, 2007, personally appeared before me, an authorized officer duly commissioned to administer oaths and take acknowledgments, JESUS GALINDO and JORGE E. BLANCO to me well known or who have provided their Florida DRIVER'S LICENSES as identification, and he acknowledged that they signed and executed the same for the uses and purposes herein used.

IN WITNESS WHEREOF, I have set my hand and official seal at Miami, County of Miami-Dade, State of Florida, the day and year above written.


Notary Public, State of Florida

My Commission Expires:



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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

**PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA
STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE
FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND
REGISTERED AGENT IN THE STATE OF FLORIDA.**

- a. The name of the Limited Liability Company is: **MIAMI BAY LATIN
FOOD, LLC**

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

**JORGE E. BLANCO, 1401 PONCE DE LEON BLVD., SUITE 202, CORAL
GABLES, FLORIDA**

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.



JORGE E. BLANCO-Registered Agent

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