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FLORIDA/FOREIGN LIMITED LIABILITY CO.

black jade, llc

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ARTICLES OF ORGANIZATION OF
BLACK JADE, LLC

The undersigned certifies the purpose of organizing a limited liability company under the laws of the State of Florida, Florida Statute 608-Florida Limited Liability Company Act, providing for the formation, rights, privileges, and immunities of limited liability companies for profit we further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

Article I
NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be Black Jade, LLC and its principal office and mailing address shall be located at 2655 LeJeune Road Suite 1008, Coral Gables, Florida 33134, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

Article II
PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in the Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or

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assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

Article III EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of the management members, and the business and affairs of this limited liability company shall be managed under the direction of the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by the decision of its members.

Article IV MEMBERS

The names and street addresses of Members who shall constitute the initial Members of the Company are as follows:

1. Investazur S.A., represented by M. Khanh Hong CAO
Address: 28 Rue Michel Rodange
L-2430 Luxembourg
2. Sarl Societe de Restauration Etienne Pernet "S.R.E.P", represented by Southida Mahachay Persoons
Address: 24 place Etienne Pernet
75015 Paris, France

Article V MANAGEMENT

Management of this limited liability company is reserved to the following persons:

1. Southida Mahachay Persoons
2. M. Khanh Tu Cao

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Article VI
DURATION


This limited liability company shall exist perpetually until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

Article VII
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The office and mailing address of the initial registered office of the limited liability company is 2655 LeJeune Road Suite 1008, Coral Gables, FL 33134, County of Miami Dade, and the name of the company's initial registered agent at that address is Gloria Roa Bodin, Esq.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of Black Jade, LLC.

Executed by the undersigned at 2655 LeJeune Road Suite 1008, Coral Gables, Florida 33134, October 25, 2007.

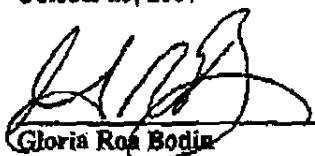

Gloria Roa Bodin

**CERTIFICATE ACCEPTING DESIGNATION AS AN AGENT UPON
WHOM SERVICE OF PROCESS WITHIN THIS STATE MAY BE SERVED**

The following is submitted pursuant to Section 608.415 of the Florida Statutes:

Having been appointed registered agent of Black Jade in its Articles of Organization, at the place designated in such Articles of Organization, the undersigned hereby agrees to act in this capacity and affirms that he is familiar with, and accepts, the obligations of such position.

October 25, 2007


Gloria Roa Bodin

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