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To: Division of Corporations
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L. SELLERS

FEB - 5 2008

EXAMINER

FLORIDA/FOREIGN LIMITED LIABILITY CO.

la perla food, l.l.c.

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**ARTICLES OF ORGANIZATION
OF
LA PERLA FOOD, L.L.C.
A FLORIDA LIMITED LIABILITY COMPANY**

**ARTICLE I
NAME**

The name of the Limited Liability Company is:

La Perla Food, L.L.C.

**ARTICLE II
PURPOSE**

A. Purposes. The Company is organized for any legal and lawful purpose for which a limited liability company may be organized pursuant to Chapter 608, F.S., as the same be amended from time to time.

B. Powers. The Company shall have and may exercise all powers and rights which a limited liability company may exercise pursuant to Chapter 608 F.S. , as the same may be amended from time to time.

**ARTICLE III
ADDRESS**

The mailing address and street address of the principal office of the La Perla Food, L.L.C. is:

Principal Office Address:
9342 S.W. 56th Street
Miami, Florida 33182

Mailing Address:
9342 S. W. 56th Street
Miami, Florida 33182

Prepared by: Winston H. Sosa, Esq.
782 N.W. 42nd Avenue
Suite 530
Miami, Florida 33126

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**ARTICLE IV
DURATION**

The period of duration of the Company shall be perpetual. The remaining members are given the right to continue the business of the limited liability company 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, upon a meeting and unanimous vote within sixty days of said event to continue said business.

**ARTICLE V
REGISTERED AGENT**

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

IBETH MARTINEZ
15235 S.W. 31st Street
Miami, Florida 33185

Having been named as registered agent and to accept service of process for the above 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.

Ibeth Martinez
Ibeth Martinez, Registered agent

**ARTICLE VI
MANAGING MEMBERS**

The name and address of each Managing Member is as follows:

Title:	Name and Address:
MGRM President	Nubia Giraldo 11485 S.W. 149 th Court Miami, Florida 33196
MGRM Vice-president Secretary	Ibeth Martinez 15235 S.W. 31 Street Miami, Florida 33185

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**ARTICLE VII
ADMISSION OF NEW MEMBERS**

The members shall not have the right to admit new members to the Company. New members may come into the Company only upon the agreement of those members owning at least one hundred percent (100%) of the interest in the Company and upon such terms and conditions as the existing members may unanimously agree.

**ARTICLE VIII
MEMBER VOTING**

A. Member Voting. All members of the Company shall be entitled to vote on matters relating to the Company. Each Member's vote shall be weighted in accordance with the Regulations of the Company.

B. Additional Contributions. The Members shall make additional capital contributions from time to time, as required by the Regulations adopted by the Company.

**ARTICLE IX
ADOPTION OF REGULATIONS**

The members shall adopt Regulations for the Company, which Regulations may contain any provision for the regulation and management of the affairs of the Company not inconsistent with these Articles of Organization or Chapter 608, F.S.

**ARTICLE X
AMENDMENT OF ARTICLES OF ORGANIZATION**

These Articles may be amended at any time by a resolution adopted by the members, in conformity with the Regulations permitting said amendment, at any annual or special meeting.

**ARTICLE XI
EFFECTIVE DATE**

The effective date is the date is February 1, 2008

These Articles of Organization have been executed by the undersigned members on the

2 day of FEB, 2008

Nubia Girardo
Nubia Girardo

Ibeth Martinez
Ibeth Martinez

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