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**FLORIDA/FOREIGN LIMITED LIABILITY CO.**

**AMBIENCE IN MIAMI, LLC**

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AUG 20 2009

EXAMINER

8/19/2009

ARTICLES OF ORGANIZATION  
OF  
AMBIENCE IN MIAMI, LLC

THE UNDERSIGNED, FOR THE PURPOSE OF FORMING A LIMITED LIABILITY COMPANY  
UNDER THE FLORIDA LIMITED LIABILITY COMPANY ACT, F.S. CHAPTER 608, HEREBY  
MAKE, ACKNOWLEDGE, AND FILE THE FOLLOWING ARTICLES OF ORGANIZATION.

ARTICLE I-NAME

THE NAME OF THE LIMITED LIABILITY COMPANY SHALL BE AMBIENCE IN MIAMI,  
LLC, A LIMITED LIABILITY COMPANY.

ARTICLE II-ADDRESS

(A) THE PRINCIPAL ADDRESS OF THE COMPANY SHALL BE:

10171 NW 58 ST  
DORAL, FL 33178

(B) THE MAILING ADDRESS OF THE COMPANY SHALL BE:

10171 NW 58 ST  
DORAL, FL 33178

ARTICLE III-DURATION

THE COMPANY SHALL COMMENCE ITS EXISTENCE ON AUG 17, 2009. THE  
COMPANY'S EXISTENCES SHALL BE PERPETUAL UNLESS THE COMPANY IS EARLIER  
DISSOVED AS PROVIDED IN THESE ARTICLES OF ORGANIZATION.

CORDERO C.P.A. P.A  
8025 N.W. 36 STREET SUITE 302  
DORAL, FLORIDA 33166

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ARTICLE IV-REGISTERED OFFICE AND AGENT

THE NAME AND STREET ADDRESS OF THE REGISTERED AGENT OF THE COMPANY IN THE STATE OF FLORIDA IS:

PATRICE LEON  
10171 NW 58 ST  
DORAL, FL 33178

ARTICLES V-CAPITAL CONTRIBUTIONS

THE MEMBERS OF THE COMPANY SHALL CONTRIBUTE TO THE CAPITAL OF THE COMPANY THE CASH OR PROPERTY SET FORTH IN AND DESCRIBED IN AND DESCRIBED IN THE LIMITED LIABILITY COMPANY OPERATING AGREEMENT ON FILE AT THE PRINCIPAL OFFICE OF THE COMPANY (THE "OPERATING AGREEMENT")

ARTICLE VI- ADDITIONAL CAPITAL CONTRIBUTIONS

EACH MEMBER SHALL MAKE ADDITIONAL CAPITAL CONTRIBUTIONS TO THE COMPANY ONLY ON THE CONSENT OF THE MEMBERS AS SET FORTH IN THE OPERATING AGREEMENT.

ARTICLE-VII ADMISSION OF NEW MEMBERS

NO ADDITIONAL MEMBERS SHALL BE ADMITTED TO THE COMPANY UNLESS DONE SO PURSUANT TO THE TERMS OF THE OPERATING AGREEMENT. A MEMBER MAY ONLY TRANSFER HIS OR HER INTEREST IN THE COMPANY AS SET FORTH IN THE REGULATIONS AND OPERATING AGREEMENT OF THE COMPANY.

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ARTICLE VIII-MANAGEMENT

THE COMPANY SHALL BE MANAGE BY A MANAGER OR MANAGERS IN ACCORDANCE WITH THE ARTICLES OF ORGANIZATION, THE OPERATING AGREEMENT, THE REGULATION ADOPTED BY THE MEMBERS FOR THE MANAGEMENT OF THE BUSINESS AND THE ORDINARY AND CUSTOMARY AFFAIRS OF THE COMPANY. THE REGULATIONS AND THE OPERATING AGREEMENT, IF ANY, SHALL DETERMINE THE MANNER IN WHICH SUCH THE MANAGER (S) ARE ELECTED AND APPOINTED, AND MAY CONTAIN ANY PROVISIONS FOR THE REGULATION AND MANAGEMENT OF THE AFFAIRS OF THE COMPANY NOT INCONSISTENT WITH THE LAW OR THESE ARTICLES OF ORGANIZATION. THE NAME AND ADDRESS OF THE INITIAL MANAGER OF THE COMPANY IS:

JOSE LUIS HERNANDEZ  
5750 NW 113 PL  
MIAMI, FL 33178

MANAGER

NATALIA LEON  
5750 NW 113 PL  
MIAMI, FL 33178

MANAGER

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ARTICLES IX-TERMINATION OF EXISTENCE

THE COMPANY SHALL BE DISSOLVED ON THE DEATH, BANKRUPTCY, OR DISSOLUTION OF A MEMBER, OR ON THE OCCURRENCE OF ANY OTHER EVENT THAT TERMINATES THE CONTINUED MEMBERSHIP OF A MEMBER IN THE COMPANY, UNLESS THE BUSINESS OF THE COMPANY IS CONTINUED BY THE CONSENT OF ALL THE REMAINING MEMBERS.

ARTICLES X-INDEMNIFICATION

THE COMPANY SHALL INDEMNIFY EACH MEMBER, MANAGER AND ORGANIZER OF THE COMPANY AGAINST ANY AND ALL LIABILITY AND EXPENSES INCURRED BY HIM IN CONNECTION WITH OR ARISING OUT OF ANY ACTION, SUIT OR PROCESSING IN WHICH HE MAY BE INVOLVED, BY REASON OF HIS BEING OR HAVING BEEN A MEMBER, MANAGER AND/OR ORGANIZER OF THE COMPANY TO THE FULL EXTENT PERMITTED BY THE LAWS OF THE STATE OF FLORIDA.

IN WITNESSES WHEREOF, THE UNDERSIGNED HAS MADE AND SUBSCRIBED THESE ARTICLES OF ORGANIZATION AT MIAMI, FLORIDA, ON THIS 17th OF AUGUST, 2009.

  
\_\_\_\_\_  
PATRICIA LEON


SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ACKNOWLEDGMENT OF APPOINTMENT BY REGISTERED AGENT

HAVING BEEN NAMED THE REGISTERED AGENT FOR THE ABOVE CORPORATIONS AT THE PLACE DESIGNATED IN THE FOREGOING ARTICLES OF ORGANIZATION, I HEREBY ACCEPT THE SAME AND AGREE TO ACT IN THIS CAPACITY, AND AGREE TO COMPLY WITH THE PROVISIONS OF FLORIDA LAW RELATIVE TO KEEPING THE REGISTERED OFFICE OPEN.

  
\_\_\_\_\_  
PATRICIA LEON