

Division of Corporations

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Florida Department of State  
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**FLORIDA/FOREIGN LIMITED LIABILITY CO.**

**OTW Miami LLC**

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SECRETARY OF STATE  
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**ARTICLES OF ORGANIZATION  
OF  
OTW MIAMI LLC**

The undersigned, being a duly authorized representative of the members, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

**ARTICLE I**

**NAME**

The name of the limited liability company is OTW MIAMI LLC (the "Company").

**ARTICLE II**

**ADDRESS**

The principal and mailing address of the Company is:

1052 Ocean Drive  
Miami Beach, FL 33139

**ARTICLE III**

**REGISTERED AGENT AND OFFICE**

The Company designates 11380 Prosperity Farms Road, #221E, Palm Beach Gardens, FL 33410 as the street address of the initial registered office of the Company and names Corporate Creations Network Inc. as the Company's initial registered agent at that address to accept service of process within this state.

**ARTICLE IV**

**DURATION AND CONTINUATION**

The period of the Company's duration shall commence with the filing of these Articles of Organization with the Secretary of State, and shall continue perpetually, unless terminated (i) in accordance with the Company's Operating Agreement, or (ii) by the written agreement of a majority of ownership interest.

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**ARTICLE V**

**MANAGEMENT**

The Company shall be conducted, carried on, and managed by three (3) Managers and is, therefore, a manager-managed Company. The Manager(s) shall only be permitted to adopt binding resolutions of the Company in the manner described in the Operating Agreement. Specifically, no Manager, either individually or with the consent of only one other Manager, may bind the Company without the specific written authorization of all three (3) members of the Board of Managers or in such other manner as prescribed in the Operating Agreement. The Manager(s) shall also have the rights and responsibilities described in the Operating Agreement of the Company, if applicable. The Manager(s) shall serve in such capacity until their successor(s) are duly elected and qualified.

**ARTICLE VI**

**BOARD OF MANAGERS**

The names and addresses of the initial Managers of the Board of Managers of the Company are:

Manuel Mattei  
1052 Ocean Drive  
Miami Beach, FL 33139

Ricardo Ramos Sánchez de Movellán  
1052 Ocean Drive  
Miami Beach, FL 33139

Michael Berkman  
1052 Ocean Drive  
Miami Beach, FL 33139

**ARTICLE VII**

**PURPOSE**

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida, including, principally, but not limited to, the operation of restaurants in retail spaces at airports.

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**ARTICLE VIII**

**ADDITIONAL MEMBERS**

Additional Members may be admitted upon the written consent of the majority ownership interest, and upon the written application of such new Member, in the manner set forth in the Operating Agreement of the Company, if applicable.

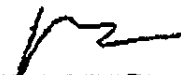
**ARTICLE IX**

**OPERATING AGREEMENT**

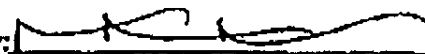
The power to adopt, alter, amend, or repeal the Operating Agreement of the Company shall be vested in the Members of the Company in the manner set forth in the Operating Agreement of the Company, if any.

**IN WITNESS WHEREOF**, the undersigned have hereunto set his hand and seal this 23rd day of September, 2009.


**ON THE WAY TRAVEL SERVICES, S.A.**

By:   
Name: Ricardo Paul Sanchez  
Title: Managing Director


**MOZZARELA USA LLC**

By:   
Name: MICHAEL  
Title: MANAGER

**SGAM LLC**

By:   
Name: MANUEL  
Title: DIRECTOR OF OPERATION

**CAFE MILANO LLC**

By:   
Name: SERGIO  
Title: MANAGER MEMBER

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**ACCEPTANCE OF REGISTERED AGENT**

The undersigned agrees to act as registered agent for OTW MIAMI LLC to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and acknowledges that the undersigned is familiar with, and accepts, the obligations of such position on this 23rd day of September, 2009.

Corporate Creations Network Inc.

By:  **Jim Perkins, Vice President**  
Jim Perkins, Vice President

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