

Division of Corporations

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To:

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Fax Number : (850) 617-6383

From:

Account Name : PAGIO'S TAX SERVICES
Account Number : I20100000043
Phone : (305) 397-8553
Fax Number : (305) 397-8521

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**FLORIDA LIMITED LIABILITY CO.
GABINO CAFE, LLC**

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$125.00

C. LEWIS

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EXAMINER

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
GABINO CAFÉ, LLC**

I, the undersigned, legal to age, hereby declare the purpose of becoming a company under the laws of the State of Florida, authorizing the formation of this organization.

**ARTICLE I
COMPANY NAME**

The name of this Company shall be: GABINO CAFÉ, LLC

**ARTICLE II
GENERAL NATURE OF BUSINESS**

The general nature of the business will be CAFETERIA; and the objects and purposes proposed to be transacted and carried on are to do any and all of the things herein mentioned, as fully and to the same extent as natural might or could do, and in addition there to engage in any activity or business permitted under the laws of the State of Florida, viz:

- a) Restaurant, food preparation, food sale and resale.
- b) To purchase, manufacture, acquire, hold, own, sell, assign transfer, invest in, trade real and personal property of every kind of description.
- c) To subscribe for, purchase, invest in, hold, own assign, pledge and otherwise dispose of shares of capital stock, bond, mortgages, debentures, notes and other securities, obligations, contracts and evidences of indebtedness of any person, firms, associations or other corporations, whether domestic or foreign, and to exercise in respect of any such shares of stock, bonds and other securities any and all rights, powers and privileges of individual ownership including to right to vote thereon, to issue bonds and other obligations, and to secure the same pledging or mortgaging the whole or any part of the property of the company, and to sell such bonds and other obligations for the proper corporate purposes, and to do any all acts and things tending to increase the value of the property at any time held by the company.
- d) To acquire, hold, undertake and fully exploit the good will, property rights franchises and assets of every kind, and the liabilities of any persons firm, association or

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corporations, either wholly or partly and to pay for cash stocks, or bonds of the company or otherwise.

- e) To borrow money and contract debts when necessary in the purchase or acquisition of real, personal and intangible property, business right or franchises, or for additional working capital, or for any other object in or about its business or affairs and without limit as to amount to incur debt, and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, warrants, debentures, obligations, negotiable and transferable instruments and evidences of indebtedness of all kinds, whether secured by mortgage, pledge, deed of trust or otherwise.
- f) In any manner to acquire, enjoy utilize and to dispose of patents, copyrights and trademarks, and any license or other rights or interest therein and there under.
- g) To conduct business and operations and to have one or more offices and hold, mortgage, lease, dispose of, deal in, and convey real and personal property without restrictions in this state and in any other of the several states, territories possessions, and dependencies of the United States, District of Columbia, and in any and all foreign countries.
- h) To purchase or otherwise acquire, become interested in deal and with, invest in, hold, pledge, sell, mortgage, lend money on, exchange or otherwise dispose of, or turn to account upon realize as owner, agent, broker, or factor, all forms of securities, including stocks, bonds, debentures, mortgages, notes, evidences or indebtedness, leases options certificates of interest, participation certificates, voting trust certificates, evidencing shares of interest or interest in common law trust and trust states or associations, certificates of trust or beneficial interest in trust and trust states or associations, certificates of trust or beneficial interest in trust, mortgages, contracts and other instruments, securities and rights; to investigate and report with respect to, and undertake, carry on, aid, assist or participate in the organizational liquidation or reorganization of financial, commercial, mercantile, manufacturing, industrial or other business concerns, firms, associations and corporations to institute, participate in or promote commercial, mercantile, financial and industrial enterprises and operations.
- i) To engage in and carry on any advertising business in connection with property of any nature, owned, leased or otherwise acquired by this corporation, as principal or agent with power to let contracts for any such advertising and to make and carry out contracts of every kind any nature that may be conducive to accomplishments of any purpose of the Corporation.
- j) To do any and all things, and everything necessary and proper for the accomplishments of the objects, enumerated in these Articles Organization or any amendment there to necessary and incidental to the protection and benefit of the corporation in general to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation, whether or not such business is similar in nature to the objects set forth herein, it being understood that the enumeration of

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specific powers in this Certificate of incorporation shall not be deemed to be exclusive, but all other lawful powers conferred by the statutes of the State of Florida are here included.

**ARTICLE III
CAPITAL TO BEGIN BUSINESS**

The amount of capital with which this organization shall commence business shall not be less than \$100 (One hundred dollars).

**ARTICLE IV
COMPANY EXISTENCE**

This company shall exist perpetually unless sooner dissolved according to law.

**ARTICLE V
PRINCIPAL PLACE OF BUSINESS**

The Principal place of business of said organization shall be:

7000 Bonita Drive, Ste 510
Miami Beach, FL 33141

**ARTICLE VI
MEMBERS**

The name and address of the owner of this organization shall be:

NAME	ADDRESS
Gabriela Goncalvez (MGR)	7000 Bonita Drive, Ste 510 Miami Beach, FL 33141

ARTICLE VII

This Organization reserves the right to amend, alter change or repeal any provision contained in these Articles of Organization, in the manner now or hereafter prescribed by Statute, so long same does not conflict with the Florida Statutes. The Member of this organization shall have the power to make or amend the statutes and to fix any amount to be reserved for working capital. The private property of the member shall not be subject to the payment of the organization debts in any amount to be reserved for working capital.

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ARTICLE VIII
INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The organization's Initial Registered Agent and Registered Office in the State of Florida shall be:
PAGIO'S TAX SERVICES LLC, 1040 71st Street Ste 103 Miami Beach, FL 33141

IN WITNESS WHEREOF, I undersigned being original subscriber to the capital herein above named, for the purpose of forming a organization to do business within and without the State of Florida, under the laws of Florida, do make and file these Articles, hereby declaring and certifying that the facts herein stated are true, and hereunto set out hands and seal, this July 19, 2010.


Gabriela Gonzalez

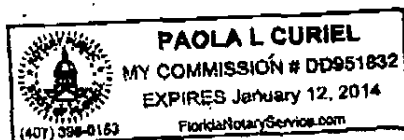
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2010 JUL 21 AM 8:05SECRETARY OF STATE
TALLAHASSEE, FLORIDASTATE OF FLORIDA
COUNTY OF DADE

Before me, the undersigned authority, personally appeared: Gabriela Goncalvez to me to know to be the person(s) described in and who executed the foregoing Articles of Organization, and who after being by me first duly sworn upon oath, depose and say, and do acknowledge before me, that the said Articles to be the Act and Deed of the signors respectively and respectfully, and the facts and matters therein set forth are true and correct.

Witness my hand and official seal at, Florida, This July 19th, 2010.

My commission expires:



A handwritten signature in cursive script, appearing to read "Paola L. Curiel".

NOTARY PUBLIC
State of Florida

At Large

Certificate designating place of Business or domicile for the service of process within Florida, naming Agent upon may be served in compliance with section 49.091 Florida Statutes, the following is submitted.

First that Gabino Café, LLC. desiring to organize or qualify under the Laws of the State of Florida with its principal place of Business at Miami Beach, State of Florida has named PAGIO'S TAX SERVICES LLC, 1040 71st Street Ste 103 Miami Beach, State of Florida, as its Agent to accept Services by process within Florida laws.

Signature

A handwritten signature in cursive script, appearing to read "Gabriela Goncalvez".

Gabriela Goncalvez

Title: Manager

Date: July 19th, 2010

Having been named to Accept Service of Process for the above Stated Company at the place designated in this Certificate, I hereby agree to Act in this capacity, and I further agree to comply the provisions of all Statutes relative to the proper and complete performance of my Duties.

Signature

A handwritten signature in cursive script, appearing to read "Mariel G. Guerra".

Name: Mariel G. Guerra

Title: Registered Agent

Date: July 19th, 2010