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# FLORIDA LIMITED LIABILITY CO.

MIA Little Havana, LLC

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Electronic Filing Menu

Corporate Filing Menu

AUG 1 0 2010 Help

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## ARTICLES OF ORGANIZATION

#### Article I. Name

The name of this Florida limited liability company is: MIA Little Havana, LLC

#### Article II. Address

The street and mailing address of the Company's initial principal office is:
MIA Little Havana, LLC
370 Miracle Mile
Coral Gables FL 33134

## Article III. Registered Agent

The name and street address of the Company's registered agent is:

Anibal Duarte-Viera 370 Miracle Mile Miami FL 33134

# Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignce shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignce shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

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#### Article V. Distribution of Profits

Unless otherwise provided in the Company's Operating Agreement, there shall not be any distribution of profits unless each separate distribution is approved by the affirmative vote of members who own more than 50% of the voting interest in the Company. The voting members shall have complete discretion on when and if to approve any distribution of profits.

#### Article VI. Management

This will be a manager-managed company. The name and address of each manager is:

MIA Little Havana Holdings, LLC 370 Miracle Mile Coral Gables FL 33134

# Article VII. Company Existence

The Company's existence shall begin effective as of August 9, 2010.

The undersigned authorized representative of a member executed these Articles of Organization on August 9, 2010.

CORPORATE CREATIONS INTERNATIONAL INC.

Jim "JP" Perkins Senior Vice President

by Kelly Cianfarano as attorney-in-fact

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# STATEMENT OF REGISTERED AGENT

# LIMITED LIABILITY COMPANY:

MIA Little Havana, LLC

## **REGISTERED AGENT/OFFICE:**

Anibal Duarte-Viera 370 Miracle Mile Miami FL 33134

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

ANIBAL DUARTE-VIERA

by Kelly Cianfarano as attorney-in-fact

Date: August 9, 2010.

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