

9/05/96

L96000000944

DEPARTMENT OF CORPORATIONS  
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FAX #: (904)922-4001

TO: DIVISION OF CORPORATIONS

FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
PHONE: (305)641-3694

A00T#: 072460003255

FAX #: (305)641-3770

NAME: M&M RIVER INVESTMENTS, L.C.

AUDIT NUMBER.....H90000012406

DOC TYPE.....LIMITED LIABILITY COMPANY

CERT. OF STATUS..0

CERT. COPIES.....1

PAGES..... 5

DEL.METHOD.. FAX

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TALLAHASSEE, FLORIDA

596A - 41715 - 1162M  
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9-6-96  
TB

P.23/27

EMPIRE CORPORATE KIT

FILED  
SEP 5 11:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

(55)

H96000012405

**ARTICLES OF ORGANIZATION  
OF  
M&M RIVER INVESTMENTS, L.C.**

RECEIVED  
9-11-96  
[Signature]

**ARTICLE I - NAME**

The name of the Limited Liability Company is: M&M RIVER INVESTMENTS, L.C.

**ARTICLE II - ADDRESS**

The mailing address and street address of the principal office of the Limited Liability Company is: 419B Espanola Way, Miami Beach, Florida 33139.

**ARTICLE III - DURATION**

The period of duration for the Limited Liability Company shall be perpetual.

**ARTICLE IV - MANAGEMENT**

The limited Liability Company is to be managed by the following members and the names and addresses of such managing members are:

FILED  
95 SEP - 5 AM 11:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

<u>Name</u>	<u>Address</u>
Maria Montserrat Guillen	419B Espanola Way Miami Beach, Florida 33139
Antoni Miralda	419B Espanola Way Miami Beach, Florida 33139
Ursula Schenone	199 Ocean Line #709 Key Biscayne, Florida 33149

**ARTICLE V - EFFECTIVE DATE**

The effective date of formation of the Limited Liability Company is September 4, 1996.

Prepared by:  
Norman S. Weider, Esq.  
100 S.E. 2 St. #3910  
Miami, FL 33131  
(305) 371-6338 - FL BAR #150388

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IN WITNESS WHEREOF, the undersigned Managing Member has executed these Articles of Organization this 4th day of September, 1996.

  
Maria Montserrat Orellana  
Managing Member

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ARTICLES OF ORGANIZATION  
960904

P.25/27

EMPIRE CORPORATE KIT

SEP-05-1996 14:08

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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

STATE OF FLORIDA )

COUNTY OF DADE ) SS:

The undersigned Managing Member of M&M RIVER INVESTMENTS, L.C. deposes and says:

1. The above named Limited Liability Company has at least two members.
2. The total amount of cash contributed by the Members is: Ten Thousand Dollars (\$10,000.00). It is anticipated that an additional Forty Thousand Dollars (\$40,000.00) in cash and other property shall be contributed by the Members. The total amount of the cash contributed and the cash and services to be contributed is Forty Thousand Dollars (\$40,000.00).

  
Maria Montserrat Guillen  
Managing Member

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared this 4 day of September, 1996, MARIA MONTSERRAT GUILLEN, as a Managing Member of M&M RIVER INVESTMENTS, L.C., who executed the foregoing instrument and who is personally known to me or who has produced a Florida driver's license, as identification, and who did take an oath.

  
Notary Public  
State of Florida

Print Name: NORMAN S. WEIDER

My Commission Expires:

WITNESS MY HAND AND SEAL  
1996

 N. S. WEIDER  
COMMISSION # CC 340883  
EXPIRES JAN 29, 1998  
Allanlic Bonding Co., Inc.  
800-732-2246

H96000012405  
SEP-05-1996 14:08

P. 26/27

EMPIRE CORPORATE KIT

H96000012405

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507,  
FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY  
COMPANY, ORGANIZED UNDER THE LAWS OF THE STATE OF  
FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN  
DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT.  
INT HE STATE OF FLORIDA.

1. The name of the limited liability company is: M&M RIVER INVESTMENTS,  
L.C.
2. The name and address of the registered agent and office is:

Norman S. Weider, Esq.  
100 S.E. 2nd Street  
Suite 3910  
Miami, Florida 33131

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT  
SERVICE OF PROCESS FOR THE ABOVE STATED 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 PROPERTY AND COMPLETE  
PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND  
ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED  
AGENT.

  
NORMAN S. WEIDER, ESQ.

DATE: 9/4/96

FILED  
96 SEP -5 AM 11:00  
SECRETARY OF STATE  
TALLAHASSEE, FL

L96000000944

Law Office  
Norman S. Welder  
Suite 3910  
International Place  
100 Southeast 2nd Street  
Miami, Florida 33131-2112  
Telephone: (305) 371-6338  
Fax: (305) 374-3283

FILED  
97 MAR 17 PM 2:06  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

March 13, 1997

Secretary of State  
Division of Corporations  
Attn. Registration Section  
P.O. Box 6327  
Tallahassee, Florida 32314

100002115981--6  
-03/18/97--01042--013  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: **M&M RIVER INVESTMENTS, L.C.**  
**CERTIFICATE OF AMENDMENT**

Dear Sir/Madam:

Enclosed please find duplicate originals of Certificate of Amendment to Articles of Organization of M&M River Investments, L.C. for filing. Also enclosed is a check in the sum of \$35.00 payable to the Florida Department of State representing the filing fee.

Please return to us a conformed copy pursuant to your usual procedures. Should you have any questions regarding the foregoing, please do not hesitate to contact me.

Thank you for your attention to this matter.

Sincerely,

  
NORMAN S. WEIDER, ESQ.

NSW:dc  
Encl.

VS MAR 20 1997

Amend

**CERTIFICATE OF AMENDMENT  
TO  
ARTICLES OF ORGANIZATION  
OF  
M&M RIVER INVESTMENTS, L.C.**

**FILED**  
97 MAR 17 PM 2:06  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

1. The name of the Limited Liability Company is: **M&M RIVER INVESTMENTS, L.C.** (the "Company").
2. The Articles of Organization of the Company were filed on September 5, 1996.
3. Article II of the Articles of Organization is hereby deleted in its entirety and the following shall be inserted in lieu thereof:

**ARTICLE II - ADDRESS**

The mailing address and street address of the principal office of the Limited Liability Company is: **55 S.W. Miami Avenue Road, Miami, Florida 33130**

4. Article IV of the Articles of Organization is hereby deleted in its entirety and the following shall be inserted in lieu thereof:

**ARTICLE IV - MANAGEMENT**

The Limited Liability Company is to be managed by the following members and the names and addresses of such managing members are:

<u>Name</u>	<u>Address</u>
Maria Montserrat Guillen	419B Espanola Way Miami Beach, Florida 33139
Antoni Miralda	419B Espanola Way Miami Beach, Florida 33139

Preparer:  
Norman S. Weider, Esq.  
100 S.E. 2 St. #3910  
Miami, FL 33131  
(305) 371-6338 - FL BAR #150388

Carlos Zapata

150 Lincoln Street #4A  
Boston, MA 02111

Melissa Koff

88 Waltham Street #7  
Boston, MA 02118

The effective date of this Amendment to Articles of Organization is MARCH 12, 1997.

IN WITNESS WHEREOF, the undersigned Managing Member has executed these Articles of Organization this 12th day of MARCH, 1997.

  
\_\_\_\_\_  
Maria Montserrat Guillen  
Managing Member