

LAW OFFICES OF
MICHAEL SCHIFFRIN & ASSOCIATES, P.A.
SUITE 1400 BUNDARK INTERNATIONAL CENTER
ONE SOUTHEAST THIRD AVENUE
MIAMI, FLORIDA 33131

TELEPHONE: (305) 533-0000
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(305) 372-3670

November 20, 1996

ASSOCIATED OFFICE:
H'KELNEK Y ASSOCIADOS, S.C.
110 DANUBIO NO. 88 - 5A PISO
COLONIA CUAUHTEMOC, C.P. 06500
MEXICO, D.F. (MEXICO CITY)
TELEPHONE: (5) 511-11-65
TELECOM: (5) 533-50-11

Secretary of State
Division of Corporations
The Capitol
Tallahassee, Florida 32301

Re: **Escudo Habanero, L.C.**

500002015165--5
-11/26/96--01162--001
****337.50 ****337.50

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Organization and Affidavit in Accordance with Florida Statute §608.407(2), along with our check in the amount of \$337.50 representing your fee for registering same in the State of Florida as well as for the certified copy of the Articles of Organization. Please be so kind as to return the Certificate of Organization to the undersigned in the enclosed stamped, self-addressed envelope provided for your convenience.

Of course, if you should have any questions or need anything further, please advise immediately.

Very truly yours,

MICHAEL SCHIFFRIN & ASSOCIATES, P.A.

MICHAEL SCHIFFRIN, ESQ.

MS/ine
Encl.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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ARTICLES OF ORGANIZATION

OF

ESCUDO HABANERO, L.C.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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We, the organizers hereto, do hereby execute these Articles of Organization of **ESCUDO HABANERO, L.C.**, a Limited Liability Company, organized under and pursuant to the provisions of Chapter 608, *Florida Statute*, 1987.

ARTICLE I - NAME

The name of the Limited Liability Company is:

ESCUDO HABANERO, L.C.

ARTICLE II - EXISTENCE

This Limited Liability Company shall exist from the date of the filing of these Articles of Organization with the Department of State, Tallahassee, Florida or such other offices thereof, authorized to accept same, and for a maximum period of thirty (30) years from the date of the filing hereof, unless otherwise terminated prior thereto in accordance with law.

ARTICLE III - PURPOSE OF ORGANIZATION

The company is organized for the express purpose of receiving, buying, acquiring, distributing, manufacturing, producing, marketing, owning, developing, renting, selling (not at retail), leasing and/or in any other manner dealing in real and personal property, to specifically include records, recordings, tapes and compact discs, located within the State of Florida, and for any and all other acts or purposes permitted under Section 608.404, *Florida Statute*, 1987, and for any and all other applicable or governing laws of the State of Florida, except as any of the foregoing acts and/or purposes may be otherwise barred or restricted by law.

ARTICLE IV - PLACE OF BUSINESS AND REGISTERED AGENT

1. Place of Business - The Limited Liability Company's temporary place of business within the State is at the following address:

c/o Michael Schiffrin & Associates, P.A.
Suite 1400 - SunTrust International Centre
One Southeast Third Avenue
Miami, Florida 33131

2. Registered Agent - The name and address of the Registered Agent of the Limited Liability Company is:

Michael Schiffrin, Esq.
Suite 1400 - SunTrust International Centre
One Southeast Third Avenue
Miami, Florida 33131

ARTICLE V - TOTAL CONTRIBUTIONS BY MEMBERS

1. Initial Contributions of Cash and/or Property by Members: Immediately following the filing of these Articles of Organization, the members shall contribute to the company cash in the amount of Five Hundred Dollars (\$500.00).

2. Further Contributions by Members: Unless otherwise specified herein, the members shall not be required at any time to make any additional contributions of cash or property to the company, unless all members unanimously agree thereto in writing.

ARTICLE VI - ADMISSION OF NEW MEMBERS

Unless otherwise herein specified, no new members shall be admitted to the company during the term of its existence. New members may be admitted pursuant to a vote of not less than 100% percent of the total existing ownership interests in the Limited Liability Company, which percentage shall be determined and measured by the percentage of ownership interest each member has in the company as opposed to a single majority of the members.

No individual member and/or manager of the company, if one is designated, shall ever have the power to terminate or grant membership to any person.

ARTICLE VII - INTERESTS OF MEMBERS

All interests of members in the Limited Liability Company shall be considered personal property and not real property. Any interest of a member in the Limited Liability Company shall be transferred only as provided in an operating agreement to be adopted by the unanimous written agreement of all members, which agreement shall be kept and maintained with these Articles of Organization as part of the official records of the Limited Liability Company.

ARTICLE VIII - CONTINUATION AFTER INVOLUNTARY TERMINATION

In the event of termination of the Limited Liability Company due to death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or any other event which involuntarily terminates the Limited Liability Company, i.e., without the consent of a majority of the ownership interests in the Limited Liability Company, then and in that event the remaining and/or surviving members shall be fully entitled to continue the business of the Limited Liability Company provided that not less than a majority of the ownership interests then remaining shall have agreed to do so in writing.

ARTICLE IX - MANAGEMENT OF THE COMPANY

1. Management by Members: Unless otherwise specifically stated herein, management of the Limited Liability Company shall be reserved to and be by the members of the Limited Liability Company. The names and addresses of the members of the Limited Liability Company are:

JOSE JIMENEZ GOMEZ LOZA
Juan Alvarez 372
Guadalajara, Jalisco, Mexico

ELFRE MACKENZIE
12344 Southeast 143rd Lane
Miami, Florida 33186

IN WITNESS WHEREOF, the undersigned have hereunto affixed their respective hands and seals as organizers of the Limited Liability Company, and have made and subscribed these Articles of Organization for the uses and purposes aforesaid, this 20 day of November, 1996.



JOSE JIMENEZ GOMEZ LOZA, Organizer



ELFRE MACKENZIE, Organizer

STATE OF FLORIDA)
: NN
COUNTY OF DADE)

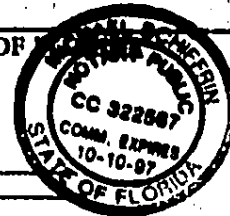
BEFORE ME, the undersigned authority, appeared **JOSE JIMENEZ GOMEZ LOZA**,
[x] to me personally known; or [] who produced _____ as identification,
who after first being duly sworn stated that he is the organizer of **ESCUDO HABANERO**,
L.C., a Florida Limited Liability Company in formation, and who freely and voluntarily
acknowledged before me that he made and subscribed the same for the uses and purposes
therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami, Dade
County, Florida, this 20 day of November, 1996.

NOTARY PUBLIC - STATE OF FLORIDA

{SEAL}

or Print Name: _____
Commission No.: _____
Expiration No.: _____



COUNTRY OF FRANCE)
: SS
CITY OF PARIS)

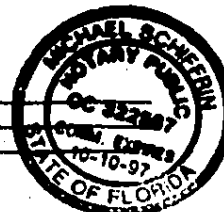
BEFORE ME, the undersigned authority, appeared **ELFRE MACKENZIE**, [] to me
personally known; or [x] who produced Florida Driver's License No. M252-200-57-246-0 as
identification, who after first being duly sworn stated that he is the organizer of **ESCUDO**
HABANERO, L.C., a Florida Limited Liability Company in formation, and who freely and
voluntarily acknowledged before me that he made and subscribed the same for the uses and
purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami, Dade
County, Florida, this 20 day of November, 1996.

NOTARY PUBLIC - STATE OF FLORIDA

{SEAL}

or Print Name: _____
Commission No.: _____
Expiration No.: _____



ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent to accept service of process for **ESCUDE HABANERO, L.C.**, the above-named Limited Liability Company, at the place designated in the Articles of Organization, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated this 20 day of November, 1996.

By: 

MICHAEL SCHIFFRIN, ESQ., as Registered Agent:
Michael Schiffrin & Associates, P.A.
Suite 1400 - SunTrust International Centre
One Southeast Third Avenue
Miami, Florida 33131
Telephone: (305) 539-0000

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AFFIDAVIT IN ACCORDANCE WITH FLORIDA STATUTE 1608.407(2)

STATE OF FLORIDA)
) ss
COUNTY OF DADE)

BEFORE ME, the undersigned authority, appeared **JOSE JIMENEZ GOMEZ LOZA**,
[x] to me personally known; or [] who produced _____ as identification,
who after first being duly sworn, deposes and states as follows:

1. My name is Jose Jimenez Gomez Loza and I am one of the organizers of
ESCUDO HABANERO, L.C., a Florida Limited Liability Company in formation.

2. I make this Affidavit as the authorized representative of the proposed Limited
Liability Company.

3. The designated Registered Agent of the proposed Limited Liability Company is
Michael Schiffin, Esq., Suite 1400 - SunTrust International Centre, One Southeast Third Avenue,
Miami, Florida 33131, as indicated in Article IV(A) of the Articles of Organization of the proposed
Limited Liability Company.

4. The proposed Limited Liability Company has at least two members:

JOSE JIMENEZ GOMEZ LOZA
Juan Alvarez 372
Guadalajara, Jalisco, Mexico

ELFRE MACKENZIE
12344 Southwest 143rd Lane
Miami, Florida 33186

5. Each of the aforementioned members have contributed Five Hundred (\$500.00)
Dollars to the proposed Limited Liability Company. There is no property in kind to be
contributed by each of the members and therefore the present total cash contribution shall be
\$1,000.00, with no further present cash contribution being contemplated.

6. In the event that any further cash contributions are anticipated, they shall be
made only upon approval of all of the members in accordance with Article V(B) of the Articles
of Organization of the proposed Limited Liability Company.

FURTHER AFFIANT SAYETH NAUGHT



JOSE JIMENEZ GOMEZ LOZA, Affiant

CLERK OF STATE
ALLAH S. EL-CHIDI
96 NOV 25 PM 3:26

SWORN TO AND SUBSCRIBED before me in the County and State first
aforewritten, on this 20 day of November, 1996.



NOTARY PUBLIC - STATE OF FLORIDA

(SEAL)

or

Print Name: _____
Commission No.: _____
Expiration No.: _____

