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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Downtown Smoothies LLC

Attn: Joyce

700002614127-8

-08/12/98-01058-006

***346.25 ***346.25

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☐ ARTICLES ONLY

☐ ALL CHARTER DOCUMENTS

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<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
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<input checked="" type="checkbox"/>	Limited Partnership LLC
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

☐ Certificate of FICTITIOUS NAME

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Ordered By: _____

Date: _____



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

August 13, 1998

UCC FILING & SEARCH SERVICES, INC.
ATTN: JOYCE

SUBJECT: DOWNTOWN SMOOTHIES LLC
Ref. Number: W98000018368

We have received your document for DOWNTOWN SMOOTHIES LLC and your check(s) totaling \$346.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

The document must contain both the street address of the principal office and the mailing address of the limited liability company.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 598A00041971

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PAGE 1

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ARTICLES OF ORGANIZATION
OF DOWNTOWN SMOOTHIES, L.L.C.

ARTICLE I
NAME

The name of the limited liability company shall be DOWNTOWN SMOOTHIES, L.L.C. (the "Company"), and its principal place of business shall be 2557 N.W. 79th Avenue, Miami, Florida 33122, with the mailing address being the same, in the City of Miami, County of Miami-Dade, State of Florida. The Company shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

ARTICLE II
PURPOSES AND POWERS

The general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business to have and exercise all of the powers conferred by the laws of the State of Florida, and to do any and all things herein set forth to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of the Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state government, or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated herein or otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in such capacity or under such arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

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6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either alone or in association with others, whether incidental or pertaining to, or growing out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

7. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of the Company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the Company to carry on any business, exercise any power, or do any act which a limited liability company may not, under the laws of the State of Florida, lawfully carry on, exercise, or do.

ARTICLE III PROFITS AND LOSSES

(a) Sharing of Profits. The members shall be entitled to the net profits arising from the operation of the Company's business that remain after the payment of the expenses of conducting such business. Each member shall be entitled to a distributive share of the profits in accordance with its membership interest in the Company which membership interest will be determined pursuant to the regulations adopted by the members.

(b) Losses. All losses that occur in the operation of the Company's business shall be paid out of the capital of the Company and the profits of the business.

ARTICLE IV LIMITED LIABILITY COMPANY MANAGEMENT

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of the Company shall be managed under the direction of one or more members. The name and address of the managing members who are to serve until the first annual meeting of members or until successors are elected and qualify are as follows:

Hector Santaella
161 Crandon Blvd., Apt. 121
Key Biscayne, FL 33149

Louis Giordano
121 Crandon Blvd., Apt. 454
Key Biscayne, FL 33149

Victor Perez
8290 Lake Drive, Apt. 541
Miami, Florida 33116

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ARTICLE V
DURATION

The Company shall exist for a period of twenty five (25) years, unless sooner dissolved or extended further in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE VI
PRINCIPAL PLACE OF BUSINESS

The principal office of the Company shall be located at 2557 N.W. 79th Avenue, Miami, Florida 33122.

ARTICLE VII
INITIAL REGISTERED OFFICE AND
REGISTERED AGENT

The name and address of the initial registered Agent/Office of the Company is Atrium Registered Agents, Inc., 1500 San Remo Avenue, Suite 125, Coral Gables, Florida 33146.

ARTICLE VIII
RESTRICTIONS ON MEMBERSHIP

Members shall have the right to admit new members by the consent of all of the existing members. Contributions required of new members shall be determined as of the time of their admission to the Company.

The undersigned, being one of the original members of the Company, hereby certifies that the foregoing constitutes the proposed Articles of organization of DOWNTOWN SMOOTHIES, L.L.C.

Executed on 08/07, 1998.


HECTOR SANTAELLA


LOUIS GIORDANO


VICTOR PEREZ

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ACTION BY MEMBERS OF
DOWNTOWN SMOOTHIES, L.L.C.

The undersigned Members of DOWNTOWN SMOOTHIES, L.L.C., a limited liability company organized and existing under the laws of the State of Florida, as of ^{August} July 7, 1998, hereby agree, consent to, adopt and order the following action:

Hector Santaella as President, Louis Giordano as Vice President and Secretary, and Victor Perez as Vice President are hereby authorized to issue the following Certificates of Membership Interest:

Certificate Number 1 to Hector Santaella for 40 units

Certificate Number 2 to Louis Giordano for 40 units

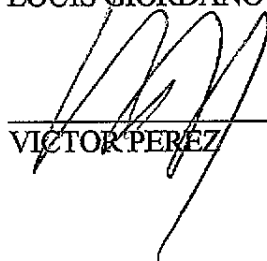
Certificate Number 3 to Victor Perez for 20 units

The action contained herein shall be effective as of the 7 day of ^{August} July, 1998.

MEMBERS:


HECTOR SANTAELLA


LOUIS GIORDANO


VICTOR PEREZ

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ACTION BY MEMBERS OF
DOWNTOWN SMOOTHIES L.L.C.

The undersigned Members of DOWNTOWN SMOOTHIES L.L.C., a limited liability company organized and existing under the laws of the State of Florida, as of ~~July~~ ^{August 13} 7, 1998, hereby agree, consent to, adopt and order the following action:

1. The limited liability company shall have the following officers who, for the ensuing year or until his/their successors is/are elected and qualified, shall be:

Hector Santaella	President
Louis Giordano	Vice President & Secretary
Victor Perez	Vice President

2. It is hereby acknowledged and agreed that Victor Perez has contributed \$500 to the limited liability company for which he shall receive a 5 percent membership interest and that he has received a 15 percent membership interest in consideration of services to be rendered to the Company.

The action contained herein shall be effective as of the 7 ^{August 13} day of July, 1998.

MEMBERS:


HECTOR SANTAELLA


LOUIS GIORDANO


VICTOR PEREZ

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT DESIGNATING ITS REGISTERED OFFICE AND REGISTERED AGENT IN
FLORIDA.

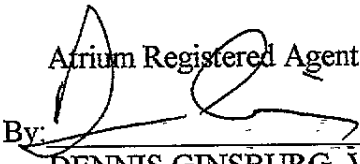
1. The name of the limited liability company is

DOWNTOWN SMOOTHIES L.L.C.

The name and address of the registered agent and office is:

Atrium Registered Agents, Inc.
1500 San Remo Avenue, Suite 125
Coral Gables, Florida 33146

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 RELATIVE TO THE PROPER
AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND
ACCEPT THE DUTIES AND OBLIGATIONS OF MY POSITION AS REGISTERED
AGENT.

Atrium Registered Agents, Inc.
By: 
DENNIS GINSBURG, Vice President

Date: _____

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

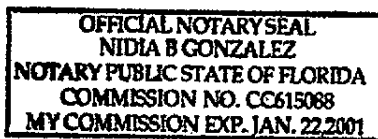
The undersigned member or authorized representative of a member of **DOWNTOWN SMOOTHIES L.L.C.**, after being duly sworn, deposes and says:

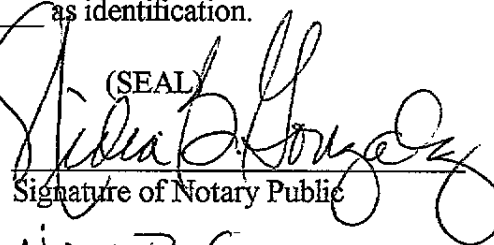
1. The above named limited liability company has at least two members.
2. The total amount of cash contributed by the members is Ten Thousand Dollars (\$10,000).
3. The agreed value of property, if any, other than cash contributed by members is N/A. A description of the property (if any) is attached and made a part hereof.
4. The total amount of cash or property anticipated to be contributed by the members is Ten Thousand Dollars (\$10,000). This includes amounts from 2 and 3 above.


LOUIS GIORDANO

STATE OF FLORIDA)
)
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 7 day of Aug. 1998, by LOUIS GIORDANO, who is personally known to me or who has produced FDL# G635-535-65-270 as identification.



(SEAL)

Signature of Notary Public
NIDIA B. GONZALEZ
Printed Name of Notary Public

NOTARY PUBLIC
Title

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