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From:
Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
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LIMITED LIABILITY COMPANY

PRINCE DIMITRI, L.C.

Certificate of Status	0
Certified Copy	1
Page Count	05
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ARTICLES OF ORGANIZATION
OF
PRINCE DIMITRI, L. C.

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of organization.

ARTICLE I
NAME

The name of the limited liability company shall be Prince Dimitri, L.C. ("Company").

ARTICLE II
ADDRESS

The mailing address and street address of the principal office of the company shall be 1925 Brickell Avenue, Suite 1409 D, Miami, Florida, 33129.

ARTICLE III
DURATION

The company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The company's existence shall be perpetual unless the company is earlier dissolved as provided in these Articles of Organization.

ARTICLE IV
MANAGEMENT

The limited liability company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The name and address of the initial manager of the company is Alvaro Cuadrado, 1925 Brickell Avenue, Suite 1409 D, Miami, Florida, 33129.

This document was prepared by:
Samuel Spencer Blum, Esquire
Suite 106
2666 Tigertail Avenue
Coconut Grove, Florida 33133
305/854-3314
Florida Bar No. 273430

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Samuel Spencer Blum
ATTORNEY AT LAW

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ARTICLE V
ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members.

ARTICLE VI
ADMISSION OF ADDITIONAL MEMBERS

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VII
MEMBERS RIGHTS TO CONTINUE BUSINESS

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by the consent of all the remaining members, provided there are at least two remaining members.

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Miami, Florida, on this 6 day of May, 1999.


Alvaro Cuadrado, Organizer

STATE OF FLORIDA)
) ss.
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 6 day of May, 1999, by Alvaro Cuadrado, personally known to me or who has produced _____ as identification.



Print Notary's name and commission number _____ Notary Public, State of Florida at Large

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Samuel Spencer Blum
ATTORNEY AT LAW

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

In compliance with §608.415 OR 608.507, Florida Statutes, the undersigned limited liability company submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the limited liability company is Prince Dimitri, L.C.
2. The name and address of the registered agent and office is: Samuel S. Blum, Esq., Suite 106, 2666 Tigertail Avenue, Coconut Grove, Florida 33133.


Alvaro Cuadrado, Organizer/Member

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Having been named 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 obligations of my position as registered agent.


Samuel S. Blum, Registered Agent

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Samuel Spencer Blum

ATTORNEY AT LAW

2666 TIGERTAIL AVENUE, SUITE 106, COCONUT GROVE, FLORIDA 33133
305 541 3770 P. 04/05

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of Prince Dimitri,
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 \$80,000.00.
3. If any, the agreed value of property other than cash contributed by members are \$0.00.
4. The amount of cash or property anticipated to be contributed by members is \$0.00.
5. The total amount of 2, 3 and 4 is \$80,000.00


Alvaro Cuadrado, Member

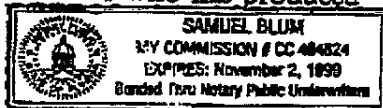
STATE OF FLORIDA)

COUNTY OF MIAMI-DADE)


: ss.

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The foregoing instrument was acknowledged before me this 6 day of May, 19 99, by Alvaro Cuadrado, personally known to me or who has produced _____ as identification.



Print Notary's name and commission number


Notary Public, State of Florida at Large

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

SSB/bps

May 6, 1999

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Samuel Spencer Blum

ATTORNEY AT LAW

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