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REPLY TO: KEY WEST OFFICE

August 2, 1999

VIA OVERNIGHT DELIVERY

Florida Secretary of State
409 E. Gaines Street
Tallahassee, FL 32399

Re: Art of Cuba, L.L.C.
Articles of Organization

Dear Sir/Madam:

Enclosed please find Articles of Organization and Certificate of Designation of Registered Agent/Registered Office for the above-referenced limited liability company. Also enclosed please find two (2) checks in the amount of \$250.00 and \$35.00, respectively, to cover the costs of filing these documents. Please return the filed-stamped copy using the enclosed overnight envelope provided for your convenience.

Your assistance in this matter is greatly appreciated.

With kindest regards,

THE ANDERSEN FIRM
A PROFESSIONAL CORPORATION

By:

Samuel S. Choy

Enclosures

cc: Nance Frank
Neil Murphy

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900002950459--5
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*****250.00 *****250.00

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DIVISION OF CORPORATIONS
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L99-4867

**ARTICLES OF ORGANIZATION
FOR
ART OF CUBA, L.L.C.**

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**ARTICLE I
Name**

The name of the Limited Liability Company is:

ART OF CUBA, L.L.C.

**ARTICLE II
Address**

The mailing address and street address of the principal office of the Limited Liability Company is:

606 Greene Street
Key West, Florida 33040

**ARTICLE III
Duration**

The period of duration for the Limited Liability Company shall be thirty (30) years.

**ARTICLE IV
Management**

The Limited Liability Company is to be managed by the members and the name and address of the managing member is:

Don Olson
606 Greene Street
Key West, Florida 33040

**ARTICLE V
Admission of Additional Members**

The right of the members to admit additional members and the terms and conditions of the admissions shall be upon the unanimous consent of all members.

ARTICLE VI
Members Rights to Continue Business

The right of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be exercised upon the unanimous consent of all remaining members.

ARTICLE VII
Affidavit of Membership and Contributions

The undersigned authorized representative of a member of Art of Cuba, L.L.C. certifies:

1. the above named limited liability company has at lease one member;
2. the total amount of cash contributed by the member is One Hundred (U.S.\$100.00);
3. no property other than cash has been contributed by the members;
4. the total amount of cash and property contributed and anticipated to be contributed by member(s) is One Hundred Dollars (U.S.\$100.00).

DATED this the 2nd day of August, 1999.

(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.)



Samuel S. Choy, Esq.

An authorized representative of the members

**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 SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

ART OF CUBA, L.L.C.

2. The name and the Florida street address of the registered agent are:

William E. Andersen, Esq.
c/o THE ANDERSEN FIRM
A Professional Corporation
501 Whitehead Street
Key West, Florida 33040

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 proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED this 2nd day of August, 1999.



William E. Andersen, Esq.

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