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### Florida Department of State

Division of Corporations Public Access System Katherine Harris, Secretary of State

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To:

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### LIMITED LIABILITY COMPANY

CITY CAR CARE COMPANY, L.L.C.

Certificate of Status	0
Certified Copy	1
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## FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

December 21, 1999

EMPIRE CORP. KIT COMPANY

SUBJECT: CITY CAR CARE COMPANY, L.L.C.

REF: W99000029018

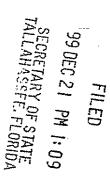
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#### ARTICLES OF ORGANIZATION OF

#### CITY CAR CARE COMPANY, L.L.C.

### ARTICLE I

The name of this Limited Liability Company shall be <u>CITY CAR CARE COMPANY</u>, <u>L.L.C.</u> (the "Company").

### ARTICLE II

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 (the "Regulations").

### ARTICLE III PURPOSE

The Company is created for the purpose of transacting and engaging in any activity or business authorized under the Florida Statutes.

### ARTICLE IV PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Company shall be c/o 901 Ponce de Leon Boulevard, Suite 601, Coral Gables, Florida 33134, and such other place or places as the members from time to time may determine. The mailing address of the Company is the same.

# ARTICLE V INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The initial registered agent of the Company shall be William H. Albornoz. The address of the initial registered agent is 901 Ponce de Leon Boulevard, Suite 601, Coral Gables, Florida 33134.

#### ARTICLE VI MEMBER

The Company shall have one (1) member at the time of formation. The name and address of the member is:

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MAGUI CORPORATION c/o 901 Ponce de Leon Boulevard Suite 601 Coral Gables, Florida 33134

#### **ARTICLE VII** MANAGEMENT

The Company will be managed by a manager or managers who may be, but are not required to be, a member of the Company. The name and address of the manager who will serve as manager until the first annual meeting of the members or until his successor is selected and qualified in accordance with the Regulations is:

> **GUILLMERO CARRILLO** c/o 901 Ponce de Leon Boulevard Suite 601 Coral Gables, Florida 33134

#### ARTICLE VIII **NEW MEMBERS**

No additional members shall be admitted to the Company, and no member may transfer his or her interest in the Company, except, in either case as set forth in the Regulations, and if there are no Regulations then in effect, by unanimous consent of all of the members. No transferee shall have the right to participate in the management of the business and affairs of the Company or become a member unless admitted as a member upon such terms and conditions as set forth in the Regulations, and if no regulations are in effect, upon the unanimous consent of all of the members. Contributions of new members shall be determined as of their time of admission to the Company.

#### ARTICLE IX DISSOLUTION AND MEMBERS RIGHTS TO CONTINUE BUSINESS

The Company shall be terminated and dissolved upon:

- the vote of all members holding an interest in the Company; (A)
- the expiration of the term of the Company; or **(B)**
- the death, retirement, or resignation of a member, if the remaining members (C) do not vote unanimously to continue the business of the Company

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IN WITNESS WHEREOF, the Organization to be executed on the same with the Florida Department of S	By: Guillermo Carrillo, Member
STATE OF FLORIDA ) )SS:	
COUNTY OF MIAMI-DADE )	
The foregoing instrument was acknowledged before me this day of December, 1999, by GUILLERMO CARRILLO, who did execute the foregoing Articles of Organization as member, who is personally known to me.	
	Signature - NOTARY PUBLIC
	Printed Name of NOTARY PUBLIC
WILLIAM M. ALBORNOZ MY COMMISSION # CC 724018 EXPIRES: March 12, 2002	Commission expires:

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### ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned hereby accepts the appointment of registered agent contained in the foregoing Articles of Organization.

William H. Albornoz, Esquire

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