

BY LAWS

of

THE MARBELLA CAVA CLUB, INC.

ARTICLE I

Offices

The principal office of the Corporation within the Commonwealth of Puerto Rico shall be located at the address stated in the Certificate of Incorporation or in any certificate of appointment or change of agent or of change of principal office which shall be filed with the Secretary of State on behalf of the Corporation. The Corporation may have such other offices, either within or without the Commonwealth of Puerto Rico, as the Board of Directors may designate or as the business of the Corporation may require, from time to time.

ARTICLE II

Members

Section 1. Annual Meeting. The annual meeting of the members shall be held on May in each year, beginning with the year 2008, for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the Commonwealth of Puerto Rico, such meeting shall be held on the next succeeding business day. If the election of directors shall not be held on the day designated herein for any annual meeting of the members, or at any adjournment thereof, the annual election of directors may be held at a special meeting of the members as soon thereafter as may be convenient.

Section 2. Special Meeting. Special meetings of the members, for any purposes, unless otherwise prescribed by statute, may be called by any director.

Section 3. Place of Meeting. Any meeting of the members may be held at such place, either within or without the Commonwealth of Puerto Rico, as may be specified in the call and notice thereof or in the waiver of notice thereof signed by all the members.

Section 4. Notice of Meeting. Written or printed notice stating the time and place of the meeting shall be delivered not less than five (5) days before the date of the meeting, either personally or by mail, to each member of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail, addressed to the member at his address as it appears on the stock transfer books of the Corporation, with postage thereon prepaid. Such notice need not state the purposes of the meeting unless required by the laws of the Commonwealth of Puerto Rico. Whenever the provisions of the laws of the Commonwealth of Puerto Rico or of the Certificate of Incorporation or By-laws of the Corporation require that a meeting of the members shall be duly called for the purpose, or that certain notice of the time, place and purposes of any such meeting shall be given, in order that certain action may be taken at such meeting, a written waiver of notice of the time, place and purposes of such meeting, whether regular or special, signed by every member entitled to notice not present in person or duly represented by proxy at such meeting, or by his

attorney or legal representative thereunto duly authorized, either before or after the time fixed for holding said meeting, shall be deemed equivalent to such call and notice, and such action if taken at any such meeting shall be as valid as if call and notice had been duly given. Notice of any adjourned meeting of the members shall not be required to be given.

ARTICLE III

Board of Directors

Section 1. General Powers. The business and affairs of the Corporation shall be managed by its Board of Directors.

Section 2. Number, Tenure and Qualifications. The number of directors shall be 2. Each director shall hold office until the next annual election of directors and until his successor shall be duly elected and qualified, or until his death, resignation or removal. The directors need to be members of the Corporation.

Section 3. Regular Meetings. The first meeting of each newly elected Board of Directors shall be held immediately after, and at the same place as the annual election of directors, if a quorum shall be then present, in which case notice of such meeting need not be given. The Board of Directors may provide, by resolution, the time and place, either within or without the Commonwealth of Puerto Rico, for the holding of other regular meetings without other notice than such resolution.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the president. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the Commonwealth of Puerto Rico, as the place for holding any special meeting of the Board of Directors called by them.

Section 5. Notice. Notice of any special meeting shall be given at least three (3) days prior thereto by written notice delivered personally or mailed to each director at his business address, or by electronic mail. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. Each such notice shall state the time and place of the meeting but need not state the purposes thereof except as otherwise in these By-laws expressly provided. Unless required by the laws of the Commonwealth of Puerto Rico or by these By-laws, such notice shall not be required to be given to any director who shall be present at such meeting, or who shall waive such notice in writing or by electronic mail, whether before or after the meeting, and any meeting of the Board of Directors shall be a legal meeting without any notice thereof having been given if all of the directors shall be present thereat. Whenever the provisions of the laws of the Commonwealth of Puerto Rico or the Certificate of Incorporation of the Corporation or these By-laws require that a meeting of the Directors shall be duly called for the purpose, or that a certain notice of the time, place and purposes of any such meeting shall be given, in order that certain action may be taken at such meeting, a written waiver of notice of the time, place and purposes of such meeting, whether regular or special, signed by every director not present in person, either before or after the time fixed for holding said meeting, shall be deemed equivalent to such call and notice, and such action if taken at any such meeting shall be as valid as if call and notice had been duly given.

Section 6. Quorum. Two directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less

than such a quorum is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 7. Manner of Acting. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 8. Vacancies. Any vacancy or vacancies in the Board of Directors resulting from death, resignation, removal, an increase in the authorized number of directors, or any other cause, may be filled by a majority vote of the remaining directors, though less than a quorum, or by the members of the Corporation at the next annual meeting or any special meeting called for the purpose, and each director so elected shall hold office until the next annual election of directors and until his successor shall be duly elected and qualified, or until his death, resignation or removal.

Section 9. Number. The officers of the Board of Directors shall be a president, a secretary and a treasurer, each of whom shall be elected by the Board of Directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. Any two offices (but not more than two), other than the offices of president and secretary, may be held by the same person.

Section 10. Election and Term of Office. The officers of the Board of Directors shall be elected annually at the first meeting of the Board of Directors following the annual election of directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as may be convenient. Each officer shall hold office until his successor shall be duly elected and qualified or until his death or until he shall resign or shall have been removed in the manner hereinafter provided.

Section 11. Removal of Officers. Any officer may be removed, either with or without cause, by the vote of a majority of the whole Board of Directors at a special meeting called for the purpose.

Section 12. Vacancies. A vacancy in any office resulting from death, resignation, removal, or any other cause, may be filled by the Board of Directors for the unexpired portion of the term.

Section 13. President. The president shall be the principal executive officer of the Board of Directors, and shall supervise and control all of the business and affairs of the Corporation. He or she shall, when present, preside at all meetings of the Board of Directors. He or she shall see that all orders and resolutions of the Board of Directors are carried into effect (unless any such order or resolution shall provide otherwise), and in general shall perform all duties incident to the office of president and such other duties as may be prescribed by the Board of Directors from time to time.

Section 14. The Vice Presidents. Each vice president shall have such powers and perform such duties as the Board of Directors may determine or as may be assigned to him or her by the president. In the absence of the president or in the event of his or her death, or inability or refusal to act, the vice president (or in the event there be more than one vice president, the vice presidents in the order designated at the time of their election, or in the absence of any designation, then in the order of their election) shall perform the duties of the president, and when so acting, shall have all the powers and be subject to all the restrictions upon the president.

Section 15. The Secretary. The secretary shall keep the minutes of the meetings of the Board of Directors, and all other committees, if any, of which a secretary shall not have been appointed, in one or more books provided for

that purpose; see that all notices are duly given in accordance with the provisions of these By-laws and as required by law; be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal, is duly authorized; keep a register of the post office address of each member which shall be furnished to the secretary by such member; and in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him by the president or by the Board of Directors.

Section 16. The Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever; deposit all such moneys in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article IV of these By-laws; and in general perform all duties incident to the office of treasurer and such other duties as from time to time may be assigned to him by the president or by the Board of Directors.

Section 17. Assistant Secretaries and Assistant Treasurers. At the request of the secretary or in his absence or disability, one or more assistant secretaries designated by him or by the Board of Directors shall have all the powers of the secretary. At the request of the treasurer or in his absence or disability, one or more assistant treasurers designated by him or by the Board of Directors shall have all the powers of the Treasurer. The assistant secretaries and assistant treasurers, in general, shall perform such duties as shall be assigned to them by the secretary or the treasurer, respectively, or by the president or the Board of Directors.

ARTICLE IV

Contracts, Loans, Checks and Deposits

Section 1. Contracts. Except as otherwise provided by law, these By-laws or resolutions of the Board of Directors, any contract or other instrument shall be valid and binding on the Corporation if executed and delivered in its name and on its behalf by the president or in his absence or disability by any vice president. The Board of Directors may, however, authorize any other officer or officers or other agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Loans. No loan shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers or other agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. Each of such officers and agents shall give such bond, if any, as the Board of Directors may require.

Section 4. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of

Directors may select or as may be designated by any officer or officers of the Corporation.

ARTICLE V

Fiscal Year

The fiscal year of the Corporation shall be the calendar year unless otherwise determined by the Board of Directors.

ARTICLE VI

Seal

The corporate seal of the Corporation shall be in the form of a circle and shall include the name of the Corporation and reference to the year and place of its incorporation.