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To: Division of Corporations
Fax Number : (850)922-4003

From: Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305) 672-0686
Fax Number : (305) 672-9110

LIMITED LIABILITY COMPANY

Hampton Realty Group, L.L.C.

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92

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ARTICLES OF ORGANIZATION

Article I. Name

The name of this Florida limited liability company is:
Hampton Realty Group, L.L.C.

Article II. Address

The Company's street and mailing address is:
Hampton Realty Group, L.L.C.
1320 East 17th Street
Brooklyn NY 11230

Article III. Registered Agent

The name and street address of the Company's registered agent is:
AGIM Registered Agents, Inc.
1200 Brickell Avenue
Suite 900
Miami FL 33131

Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139
(305) 672-0686

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Article V. Management

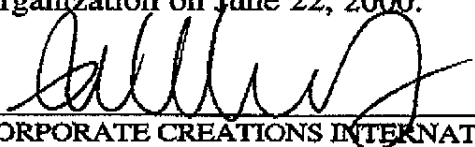
This will be a member-managed company. The name of each member is:

Aaron Parnes
Ari Parnes

Article VI. Company Existence

The Company's existence shall begin effective as of June 22, 2000.

The undersigned authorized representative of a member executed these Articles of Organization on June 22, 2000.



CORPORATE CREATIONS INTERNATIONAL INC.
Luis A. Uriarte President

Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139
(305) 672-0686

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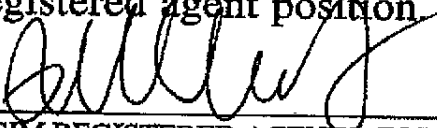
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STATEMENT OF REGISTERED AGENT

LIMITED LIABILITY COMPANY:
Hampton Realty Group, L.L.C.

REGISTERED AGENT/OFFICE:
AGIM Registered Agents, Inc.
1200 Brickell Avenue
Suite 900
Miami FL 33131

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



AGIM REGISTERED AGENTS, INC.
by L.A. Uriarte as attorney-in-fact

Date: June 22, 2000

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