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TRANSMITTAL LETTER

July 28, 2000

Department of State
Division of Corporations
Post Office 6327
Tallahassee, Florida 32314

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-07/31/00-01125-016
***155.00 ***155.00

SUBJECT: Shimon Painting, L.C.

Enclosed please find an original and one (1) copy of the articles of organization and a check for:

\$125.00
Filing Fee

\$130.00
Filing Fees
& Certificates

\$155.00
Filing Fee
& Certified Copy

\$160.00
Filing Fee
Certified Copy
& Certificate

Please provide the original and one copy of the articles.

Should you have any questions, please feel free to contact the undersigned at any time.

Sincerely,

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Name	Frank E. Amsalem, Esq.
Availability	
Document	FEA/fa
Number	Encl. 000
Number	000
Number	0
Acknowledgement	DCC
W. P. Verifier	DCC

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1 pages



**ARTICLES OF ORGANIZATION OF
SHIMON PAINTING, L.C.**

The undersigned member(s)/manager(s), for the purpose of forming a Limited Liability Company under the laws of the State of Florida, providing for the formation, rights, privileges and immunities of Limited Liability Companies adopt the following articles of organization:

ARTICLE I. NAME

The name of the limited liability company shall be SHIMON PAINTING, L.C..

ARTICLE II. PRINCIPAL OFFICE AND MAILING ADDRESS

The mailing address and the street address of the limited liability company's initial principal office shall be 17570 Atlantic Blvd., Suite 211, Miami, Florida 33160.

ARTICLE III. EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IV. MANAGEMENT

This limited liability company shall be managed by three (3) managers. The name and address of the persons who shall serve until their successors are as follows:

1. Shimon Tmam, President, 17570 Atlantic Blvd., Suite 211, Miami, Florida 33160
2. Shimon Tmam, Vice-President, 17570 Atlantic Blvd., Suite 211, Miami, Florida 33160
3. Ilana Fellus, Secretary, 17570 Atlantic Blvd., Suite 211, Miami, Florida 33160

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ARTICLE V. MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of the new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VI. DURATION

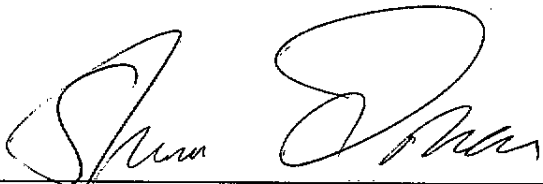
The limited liability company shall exist until December 31, 2050, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE VII. REGISTERED OFFICE AND AGENT

The name and the street address of the initial registered agent of the limited liability company shall be Shimon Tmam, 17570 Atlantic Blvd., Suite 211, Miami, Florida 33160.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of SHIMON PAINTING, L.C..

July 28, 2000

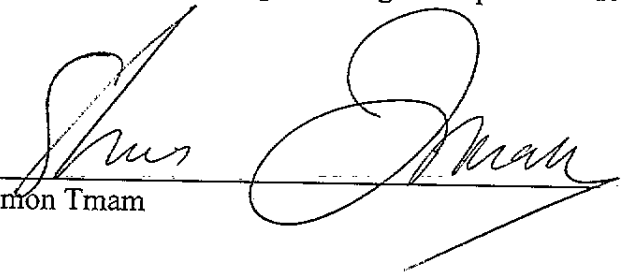


Shimon Tmam

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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 as provided for in Chapter 608, F.S..

Dated: 28 July, 2000


Shimon Tmam

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