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Florida Department of State
Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

From:
Account Name : VAZQUEZ & HESS
Account Number : I19990000245
Phone : (305)371-8064
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LIMITED LIABILITY COMPANY

RUSTIC GALLERY, LLC

Certificate of Status	0
Certified Copy	0
Page Count	01
Estimated Charge	\$125.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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[Handwritten signatures and initials]

**ARTICLES OF ORGANIZATION OF RUSTIC GALLERY, LLC
LIMITED LIABILITY COMPANY**

The undersigned, being authorized to execute and file these Articles, hereby certifies that:

ARTICLE I — Name:

The name of the Limited Liability Company is: **RUSTIC GALLERY, LLC**

ARTICLE II — Address:

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

601 Brickell Key Drive, Ste. 802, Miami, FL 33131

ARTICLE III — Duration:

The period of duration for the Limited Liability Company shall be: Perpetual

ARTICLE IV — Management:

(Check the appropriate box and complete the statement)

- The Limited Liability Company is to be managed by a manager or managers and the name(s) and address(es) of such manager(s) who is/are to serve as manager(s) is/are:
- The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the member(s) is/are:

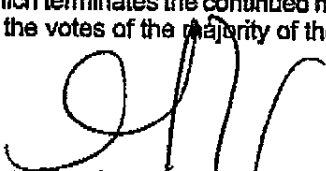
Gerardo A. Vazquez, MBR
601 Brickell Key Drive, Suite 802
Miami, Florida 33131

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 by unanimous consent of the Members.

ARTICLE VI — Members' Rights to Continue Business

The right, if given, 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 determined by the votes of the majority of the members as of the date of specified event (as described herein).



Gerardo A. Vazquez, Esq. (as authorized representative)

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TALLAHASSEE, FLORIDA

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CERIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED AGENT, IN THE STATE OF FLORIDA

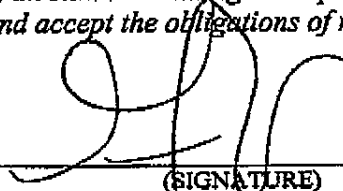
- 1. The name of the limited liability Company is: **RUSTIC GALLERY, LLC**
- 2. The name and address of the registered agent and Office is:

GERARDO A. VAZQUEZ
601 BRICKELL KEY DRIVE, SUITE 802
MIAMI, FL 33131

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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 designated place 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.



(SIGNATURE)

8/9/00
(DATE)