

Division of Corporations

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Florida Department of State
Division of Corporations
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LIMITED LIABILITY COMPANY**FLORIDA SPANISH TREASURE HUNTERS, LLC**

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ARTICLES OF ORGANIZATION
OF
FLORIDA SPANISH TREASURE HUNTERS, LLC

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be FLORIDA SPANISH TREASURE HUNTERS, LLC ("company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company is 21380 North Miami Avenue, Miami, FL 33169.

ARTICLE III -- DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State or on another effective date as specified. The company's existence shall be perpetual, unless the company is dissolved earlier as provided in these articles of organization or in the regulations.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the state of Florida are Jay E. Auerbach, Esq., 2338 Hollywood Boulevard, Hollywood, FL 33020.

ARTICLE V -- CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company the cash or property set forth in Exhibit "A".

ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members, or as provided in the regulations.

ARTICLE VII -- ADMISSION OF NEW MEMBERS

Except as set forth in the regulations, no additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of

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the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all of the members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

ARTICLE VIII – MEMBERS' RIGHT TO CONTINUE BUSINESS

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by majority vote of all the remaining members.

ARTICLE IX – MANAGEMENT

The company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The name and address of the initial manager of the company are Irwin Sparks, 21380 North Miami Avenue, Miami, FL 33169.

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Hollywood Florida, on February 28th, 2001.

Irwin Sparks
Irwin Sparks

Sworn to and subscribed before me this 28th day of February 2001, by Irwin

Notary Public – State of Florida

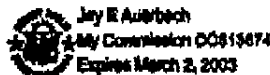
Name of Notary Public

Personally Known

Produced Identification X

Type of Identification Produced the Powers Law

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**CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE**

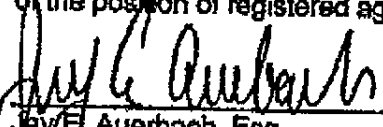
Under the provisions of F.S. 608.414 or 608.507, FLORIDA SPANISH TREASURE HUNTERS, LLC, submits the following statement to designate a registered office and registered agent in the state of Florida:

1. The name of the limited liability company is FLORIDA SPANISH TREASURE HUNTERS, LLC.

2. The name and street address of the registered agent in Florida are:

Jay E. Auerbach, Esq.
2338 Hollywood Boulevard
Hollywood, FL 33020

The undersigned, being the person named in the articles of organization of FLORIDA SPANISH TREASURE HUNTERS, LLC, as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.


Jay E. Auerbach, Esq.,
Registered Agent

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