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LIMITED LIABILITY COMPANY

lichy, L.L.C.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 24, 2002

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SUBJECT: LICHY L.L.C.
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(6)

ARTICLES OF ORGANIZATION

OF

LICHY L.L.C.

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be LICHY L.L.C., and its mailing address and principal office shall be located at 8855 Collins Avenue, #3G, Surfside, Florida 33154, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II

PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be and transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida statutes.
2. In general, to carry on any and all incidental business; to have and exercise all powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation, carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

THIS INSTRUMENT PREPARED BY:
DAVID FELDMAN, P.A.
407 LINCOLN ROAD SUITE 701
MIAMI BEACH, FL 33139
(305) 534-4721 OFFICE
(305) 532-7015 FAX

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4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with other incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III

EXERCISE OF POWERS

This is a manager managed company. All limited liability company powers shall be exercised by or under the authority of, the managing members and the business and affairs of this limited liability company shall be managed under the direction of, the managing members of this

limited liability company each who may act individually and independently. The current managing members are: **Alberto Michanie**, and **Silvana B. Bellacar de Michanie**. These Articles may be amended from time to time in the regulations of the limited liability company by a majority vote of the members of the limited liability company.

ARTICLE IV

MEMBERSHIP RESTRICTIONS

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

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

On the 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 V

CAPITAL CONTRIBUTIONS

All capital contributions required to date have been paid by the members.

ARTICLE VI

PROFITS AND LOSSES

a) **Profit Sharing.** The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to a distributive share of the profits, based upon their percentage of ownership. The distributive share of the profits shall be determined and paid to the members on such date as agreed to by a majority of the members.

b) **Losses.** All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members based upon the percentage of ownership.

ARTICLE VII

DURATION

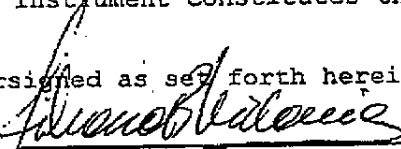
This limited liability company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

**ARTICLE VIII
INITIAL REGISTERED OFFICE AND
REGISTERED AGENT**

The address of the initial registered office of the limited liability company is 407 Lincoln Road, Suite 701, Miami Beach FL 33139, and the name of the company's initial registered agent at that address is DAVID FELDMAN, ESQ..

The undersigned, being the original member of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of

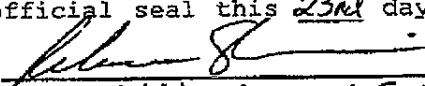
Executed by the undersigned as set forth hereinafter.

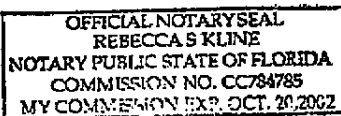

Silvana B. Bellacar de Michanie

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, personally appeared Silvana B. Bellacar de Michanie, to me well known to be the person described in and who executed and subscribed the foregoing Articles of Organization, and he acknowledged before me that he executed the same and subscribed to the same for the purposes therein expressed.

WITNESS my hand and official seal this 23rd day of APRIL, 2002.


Notary Public REBECCA S. KLINE



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

PURSUANT TO THE PROVISIONS OF SECTION 607-0501 or 617-0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is

LICHY L.L.C., a Florida limited liability company.

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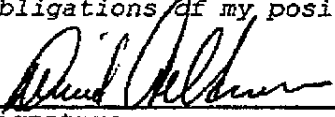
2. The name and address of the registered agent and office is:

DAVID FELDMAN, ESQ.
(Name)

407 Lincoln Road, Ste. 701
(P.O. Box not acceptable)

Miami Beach FL 33139
(City/State/Zip)

Having been named it's registered agent and to accept service of process for the above stated corporation 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.


Signature

4/23/02
(Date)

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