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September 3, 2002

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Florida Department of State
Division of Corporations
New Filings
409 East Gaines Street
Tallahassee, FL 32399

Effective Date
9-17-02

Re: 440 HOLDINGS, LLC

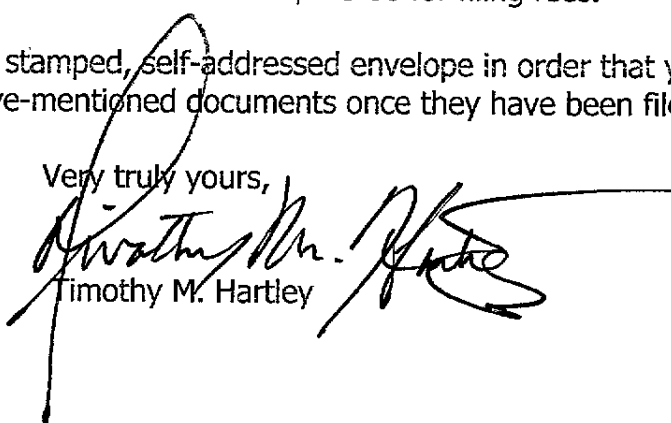
Dear Sirs:

We enclose for filing the following:

1. Original and one copy of Articles of Organization of 440 Holdings, LLC.
2. Original and one copy of Certificate of Designation Registered Agent/Office.
3. Check number 1011 in the amount of \$125.00 for filing fees.

We are also enclosing a stamped, self-addressed envelope in order that you may return to us a copy of the above-mentioned documents once they have been filed.
Thank you for your assistance.

Very truly yours,


Timothy M. Hartley

TMH/cb
Encl.

02 SEP 22 AM 9:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVAL
AND
FILED

W02-26707

JB
9-30-02

ADDITIONAL OFFICES:

5116 SOUTH LAKELAND DRIVE • POST OFFICE BOX 6455 (33807) • LAKELAND, FLORIDA 33813 • PHONE (863) 619-7330 • FAX (863) 619-7303
2015 CENTRE POINTE BOULEVARD • SUITE 104 • TALLAHASSEE, FLORIDA 32308 • PHONE (850) 205-6340 • FAX (850) 205-6342



FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

September 13, 2002

TIMOTHY M. HARTLEY
LAW OFFICES HARBSMEIER, DEZAYAS & APPEL
2455 E SUNRISE BLVD, STE 511
FT LAUDERDALE, FL 33304

SUBJECT: 440 HOLDINGS, LLC
Ref. Number: W02000026707

We have received your document for 440 HOLDINGS, LLC and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Pursuant to section 608.409(2), F.S., the effective date must be specific, cannot be more than five business days prior to the date of filing or more than 90 days after the date of filing. Our office received your document on September 12, 2002. Please amend your document accordingly.

Please return your document, along with a copy of this letter, within 60 days of your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6025.

Trevor Brumbley
Document Specialist

Letter Number: 502A00052562

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TALLAHASSEE, FLORIDA

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AND
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ARTICLES OF ORGANIZATION

Article I. Name

The name of this Florida limited liability company is:

440 HOLDINGS, LLC

Article II. Duration

The duration of the Company shall be perpetual unless the Company dissolves in accordance with the provisions of the Company's Regulations or these Articles of Organization.

Article III. Address

The mailing address and the street address of the Company is:

440 HOLDINGS, LLC
2699 Stirling Road, Suite C-401
Ft. Lauderdale, 33312

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TALLAHASSEE, FLORIDA

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Article IV. Registered Agent

The name and address of the registered agent of the Company is:

Timothy M. Hartley, Esq.
2455 East Sunrise Boulevard, Suite 511
Fort Lauderdale, Florida 33304

Article V. Percentage Interest: Membership Certificate

The profits and losses of the Company shall be allocated to the members in accordance with and in proportion to each member's Percentage Interest (which shall be equal to the number of Units owned by a member divided by the total number of Units owned by all of the

members), unless otherwise provided in the Regulations of the Company. A member's interest in the Company may be evidenced by a Membership Certificate issued by the Company.

Article VI. Dissolution

The Company shall be dissolved upon the death, bankruptcy, dissolution or termination of a member's membership in the Company for any reason, unless the business of the Company is continued by the consent of all the remaining members of the Company within 30 days after any of these events.

Article VII. Transferability of Member's Interest

No member shall have the right to assign the member's interest in the Company without the written agreement of a majority of the Units. If a majority of the Units do not approve the assignment, 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.

Article VIII. Management

The Company shall be a manager managed Company. The sole manager of the Company shall be Gary Homa, with his principal place of business at:

2699 Stirling Road, Suite C-401, Ft. Lauderdale, 33312

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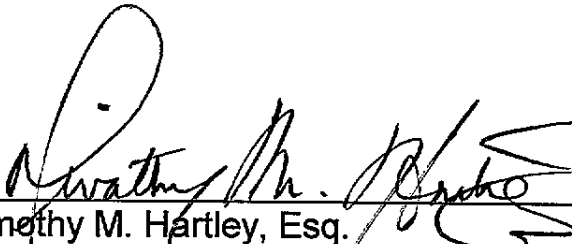
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Article IX. Purpose of the Company

The purpose of the Company shall be to engage in any lawful commercial act or activity for which a limited liability company may be formed under the Florida Limited Liability Company Act.

Article X. Company Existence

The Company's existence shall begin effective as of September 17, 2002



Timothy M. Hartley, Esq.
Authorized Representative of Member

Date: September 17, 2002

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TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE

LIMITED LIABILITY COMPANY:

440 HOLDINGS, LLC

REGISTERED AGENT/OFFICE:

Timothy M. Hartley, Esquire.
2455 East Sunrise Boulevard, Suite 511
Fort Lauderdale, Florida 33304

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Certificate. 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.


Timothy M. Hartley, Esquire

Date: 9/17/02

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