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To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
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DIVISION OF CORPORATION

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LIMITED LIABILITY COMPANY

ha len, L.L.C.

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ARTICLES OF ORGANIZATION OF

HA-LEN, L.L.C.

The undersigned hereby executes these Articles 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 for profit. The undersigned further declares that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company (the "Company").

ARTICLE I

NAME

The name of the Company shall be Ha-Len, L.L.C.

ARTICLE II

PRINCIPAL PLACE OF BUSINESS

The mailing address and street address of the principal office of the Company are 1428 Brickell Avenue, Suite 105, Miami, FL 33131.

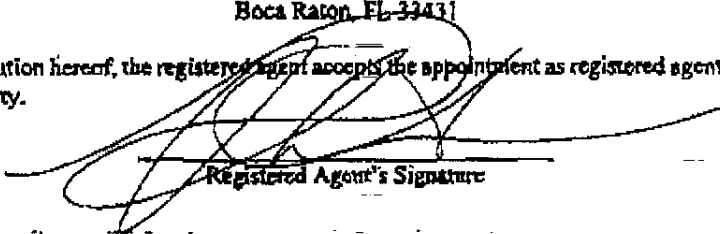
ARTICLE III

**REGISTERED OFFICE AND
REGISTERED AGENT**

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

M & W Agents, Inc.
2101 Corporate Blvd., Suite 107
Boca Raton, FL 33431

By execution hereof, the registered agent accepts the appointment as registered agent and agrees to act in this capacity.


Registered Agent's Signature

Robert A. Chavez, Esq.
Teschler Gutter Chavez Josepher Rubin Ruffin & Forman, PA
2101 Corporate Blvd., Suite 107
Boca Raton, Florida 33431
(561) 998-7847
Fla. Bar No. 283525

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TALLAHASSEE, FLORIDA

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ARTICLE IV
MANAGEMENT

The Company is to be a manager-managed Company.

ARTICLE V
DURATION

The Company shall commence upon filing of these Articles and shall continue in perpetuity unless sooner terminated by operation of law or agreement among the Company's members.

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The undersigned, being an original member of the Company, hereby certifies that the foregoing constitutes the Articles of Organization of He-Len, L.L.C.

Executed by the undersigned on November 27, 2002.

MEMBER:


GLENN L. HALPRYN

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