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DIVISION OF CORPORATIONS

LIMITED LIABILITY COMPANY

1640 HOLDING LLC

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

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ARTICLES OF ORGANIZATION OF
1640 HOLDING, LLC

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

ARTICLE I — Name:

The name of the Limited Liability Company is: 1640 HOLDING, 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, Florida 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 managing member is:

Robert F. Thoma, MGRM
c/o 601 Brickell Key Drive, Ste. 802
Miami, FL 33131

Betty Thoma, MGRM
c/o 601 Brickell Key Drive, Ste. 802
Miami, FL 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 determined by a majority 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

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be determined by the votes of the majority of the members as of the date of specified event (as described herein).

IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledged them to be my act this 15th day of December 2002.

Signature of an authorized representative of a member executing the Articles of Organization.

(In accordance with Section 608.406(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Gerardo A. Vazquez, Esq. (as authorized representative of the above-referenced Members)

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY 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:

1640 HOLDING, LLC

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

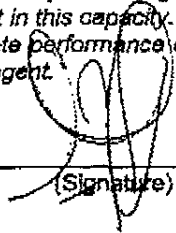
Gerardo A. Vazquez, Esquire
(Name)

601 Brickell Key Drive, Suite 802
Florida street address (P.O. Box **NOT** acceptable)

Miami, Florida 33131
City/State/Zip

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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 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)

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