

Division of Corporations

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Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850)205-0383

From: Account Name : FILINGS, INC.
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DIVISION OF CORPORATION

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TALLAHASSEE, FLORIDA

LIMITED LIABILITY COMPANY
LEISUREFARE, LLC

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$125.00

Handwritten initials and date: JB 11/21/03

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ARTICLES OF ORGANIZATION
OF
LEISUREFARE, LLC.

ARTICLE I:
Name

The name of the Limited Liability Company is: Leisurefare, LLC., a Florida Limited Liability Company (The "Company").

ARTICLE II:
Address

The mailing address and street address of the principal office of the company is 3006 Aviation Avenue, Suite 2A, Coconut Grove, Florida 33133.

ARTICLE III:
Duration

The period of duration for the company shall be perpetual.

ARTICLE IV:
Management

The company is to be managed by the members, and the name and address of the initial member is:

Leisurefare Limited, a Company incorporated in England
3006 Aviation Avenue, Suite 2A
Coconut Grove, Florida 33133

ARTICLE V:
Admission of Additional Members

Members shall have the right to admit additional members as provided by the Florida Limited Liability Act by a vote of majority-in-interest of the members.

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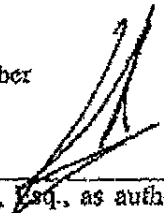
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ARTICLE VI:
Members' Right to Continue Business

The death, retirement, resignation, expulsion, dissolution, bankruptcy, dissociation or withdrawal of any member, or the occurrence of any other event that terminates the continued membership of any member shall not cause the company to be dissolved or its affairs to be wound-up, and upon the occurrence of any such event, the Company shall be continued without dissolution and without any affirmative action or requirement on the part of the members.

Managing Member



Cesar R. Sordo, Esq., as authorized representative
of the Managing Member

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CERTIFICATE OF DESIGNATION
OF
REGISTERED AGENT/REGISTERED OFFICE
OF
LEISUREFARE, LLC.

PURSUANT TO THE PROVISIONS OF SECTION 608.407 OR 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY ORGANIZED UNDER THE LAWS OF THE STATES OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: Leisurefare, LLC.
2. The name and address of the Registered agent is: Florida Corporate Services, LLC., 3006 Aviation Avenue, Suite 2A, Coconut Grove, Florida 33133.

Having been named as Registered Agent and to accept service of process for the above stated limited liability company at the place designated by 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 the obligations of my position as a Registered Agent.

Florida Corporate Services, LLC.



Cesar R. Sordo, Esq.
Managing Member

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TALLAHASSEE, FLORIDA

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APPROVED
AND
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