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LIMITED LIABILITY COMPANY

neil joseph holdings llc

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

December 18, 2003

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ARTICLES OF ORGANIZATION

OF

NEIL JOSEPH HOLDINGS LLC

In consideration of the mutual covenants contained in these Articles of Organization, the undersigned members do hereby form a limited liability company pursuant to Chapter 608 of the Florida Statutes:

ARTICLE I

The name of the limited liability company shall be NEIL JOSEPH HOLDINGS LLC.

ARTICLE II

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State or an another effective date if specified. The company's existence shall be perpetual unless the company is dissolved earlier as provided in these articles of organization.

ARTICLE III

The mailing and the street address of the principal office of this limited liability company is 5295 Town Center Road, Suite 200, Boca Raton, FL 33486.

ARTICLE IV

The name and street address of the initial registered agent of this limited liability company in the State of Florida shall be Stuart M. Gold, Esq., 8180 N.W. 36th Street, Suite 100 Miami, FL 33166.

ARTICLE V

The members shall have the right to admit additional members to this limited liability company upon the unanimous vote of the existing members, subject to such terms and conditions as the existing members may determine by unanimous vote.

ARTICLE VI

The management of the limited liability company is reserved to the members who shall vote in proportion to their profit and loss sharing ratios. The names and addresses of the members are as set forth in the signature section of these Articles. Additionally, this limited liability company is authorized to appoint officers, including a President, Vice-President(s), Treasurer, Secretary, Managing Member(s) and Assistants thereto. If this limited liability

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company appoints officers, they shall perform such duties and exercise such powers as is commonly conferred on such positions. In connection therewith, they are hereby authorized to execute instruments and documents providing for the acquisition, mortgage or disposition of property of this limited liability company.

ARTICLE VII

This limited liability company may engage in any activity or business permitted under the laws of the United States or the State of Florida. This limited liability company may adopt regulations, consistent with these articles of organization, which provide for the management and regulation of the affairs of the company and which set forth the relationships of the members.

ARTICLE VIII

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by unanimous vote of the remaining members.

ARTICLE IX

These Articles, except with respect to vested rights of the members, may be amended at any time by a vote of a majority of the profit and loss sharing ratios of the members and such amendment shall be filed with the Department of State.

IN WITNESS WHEREOF, the undersigned members have executed these Articles of Organization, affirming under the penalties of perjury that the facts stated therein are true, this 18 day of December, 2003.

MEMBER

ADDRESS


ERROL SHUSTER

5295 Town Center Road, Suite 200
Boca Raton, FL 33486

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ACCEPTANCE BY REGISTERED AGENT

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 as provided for in Chapter 608, FS.


STUART M. GOLD, Registered Agent

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