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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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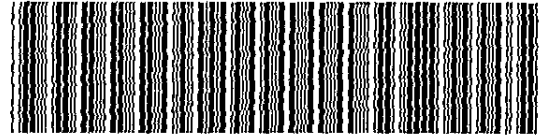
(Business Entity Name)

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03 DEC 26 PM 5:00
STATE OF CALIFORNIA
FALLBACK REGISTRATION

Sub up

L03000036872

JUDITH A. FRANKEL

ATTORNEY AT LAW

960 Arthur Godfrey Road (Ste #116)
Miami Beach, Fla. 33140-3346

(305-674-1313)
(Fax 531-1313)

November 20, 2003

Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Dear Sir/Madam:

Enclosed is an application for filing in the usual way a limited liability company, namely 3480 Limited Liability Company.

We are sending herewith our check to cover the filing fees required and respectfully request that you notify us when the filing has been accomplished.

Please do not hesitate to call our offices if any problems arise. We thank you in advance for your attention to our request.

Yours truly,


Judith A. Frankel

JAF:r

Enc. check # 4586

FILED
NOV 24 4 03 PM '03
TALLAHASSEE, FLORIDA
STATE DEPARTMENT OF REVENUE

JUDITH A. FRANKEL

Attorney at Law

960 Arthur Godfrey Road (Suite 116)
Miami Beach, Florida 33140

Telephone: (305) 674-1313
Facsimile: (305) 531-1313

December 17, 2003

Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Subject 3480 L.L.C.
Ref. Number W03000036872

Enclosed are the documents pursuant to a recent filing along with a copy of your letter of December 6, 2003.

Yours truly,


Judith A. Frankel

JAF:|
enclosures



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

December 6, 2003

JUDITH A. FRANKEL, ATTORNEY AT LAW
960 ARTHUR GODFREY ROAD, STE #116
MIAMI BEACH, FL 33140-3346

SUBJECT: 3480
Ref. Number: W03000036872

We have received your document for 3480 and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of a Limited Liability Company must end with the words "limited company", "limited liability company" or their abbreviation "Ltd. Co." "L.C." or "L.L.C."

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

If you have any questions concerning the filing of your document, please call (850) 245-6913.

Diane Cushing
Document Specialist

Letter Number: 403A00065662

ARTICLES OF ORGANIZATION
OF
3480 L.L.C.

THE UNDERSIGNED, an authorized representative of 3480 , L.L.C., a Florida limited liability company formed hereunder (the "Company"), on behalf of the members of the Company, hereby forms a limited liability company under the laws of the State of Florida.

ARTICLE I. COMPANY NAME

3480 L.L.C.

ARTICLE II. COMMENCEMENT AND TERM OF EXISTENCE

In accordance with Section 608.409(1) of the Florida Limited Liability Company Act (the "Act"), the term of existence of the Company shall commence upon the filing of these executed Articles of Organization with the Florida Department of State, and shall continue perpetually, unless otherwise dissolved pursuant to Article VIII of these Articles of Organization.

ARTICLE III. MAILING ADDRESS OF COMPANY

The mailing address of the Company is:

960 Arthur Godfrey Road, Suite 116, Miami Beach, Florida 33140

ARTICLE IV. STREET ADDRESS OF COMPANY

The street address of the principal office of the Company is:

960 Arthur Godfrey Road, Suite 116, Miami Beach, Florida 33140

ARTICLE V. REGISTERED AGENT AND REGISTERED AGENT ADDRESS

The registered agent and the street address of the registered of this Company in the State of Florida shall be: Judith A. Frankel, 960 Arthur Godfrey Road, Suite 116, Miami Beach, Florida 33140

ARTICLE VII. RIGHT OF ASSIGNEE TO BECOME A MEMBER

Pursuant to Section 608.4232 of the Act, the Company may admit additional members

SECRETARY OF STATE
TALLAHASSEE FLORIDA

03 DEC 24 PM 5:00

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upon the affirmative vote of the majority of those managers of the Company in attendance at a duly called meeting of the managers at which a quorum exists or by written consent of a majority of the managers of the Company. Any new member which is approved by the managers of the Company as set forth herein shall become a member of the Company upon payment of the contribution to the capital of the Company as established from time to time by the managers, and upon such member's agreement to comply with these Articles of Organization, the Operating Agreement and such other documents, statutes, rules, regulations or guidelines as the managers may from time to time determine in their sole discretion.

ARTICLE VII. RIGHT OF ASSIGNEE TO BECOME A MEMBER

Except as may be otherwise provided in the Operating Agreement, an assignee of a member's interest in the Company may become a member of the Company, and acquire the rights and powers and be subject to the restrictions and liabilities of a member of the Company, upon the affirmative vote of a majority of all of the Company (excluding the member seeking to transfer his interest in the Company) which vote is taken at a duly called meeting of the members or by written consent of a majority of the members of the Company (excluding the member seeking to transfer his interest in the Company) as set forth in the Operating Agreement, provided such assignment and admission of such assignee as a member complies with the terms and conditions of the Operating Agreement of the Company.

ARTICLE VIII. DISSOLUTION OF COMPANY

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the Company shall be dissolved unless the other members elect to continue the Company either upon the affirmative vote of a majority of all of the members of the Company, which vote is taken at a duly called meeting of the members or by written consent of a majority of the members of the Company, and so long as there remains two (2) members of the Company.

ARTICLE IX. MANAGERS

The management of the Company shall be reserved to the Members. The names and addresses of the managing Members are set forth below.

Elliot L. Miller, 960 Arthur Godfrey Road, Suite 116, Miami Beach, Fl 33140
Andrew F. Miller, 960 Arthur Godfrey Road, Suite 116, Miami Beach, Fl 33140
Aaron F. Miller, 960 Arthur Godfrey Road, Suite 116, Miami Beach, Florida 33140

ARTICLE X. RETURN OF CAPITAL

No member shall have the right to demand the return of his, her or its contribution to capital except as provided in the Company's Operating Agreement then in existence.

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ARTICLE XI. AMENDMENT TO ARTICLES OF ORGANIZATION

Members may adopt, alter, amend or repeal any provision of the Articles of Organization upon the affirmative vote of a majority of all of the members of the Company which vote is taken at a duly called meeting of the members or by written consent of a majority of the members of the Company.

ARTICLE XII. AMENDMENT OF OPERATING AGREEMENT

Pursuant to section 608.423(1) of the Act, the managers of the Company may adopt, alter, amend or repeal any provision of the Operating Agreement upon the affirmative vote of a majority of those managers of the Company in attendance at a meeting of the managers duly called at which a quorum exists or by written consent of a majority of the managers of the Company; provided, however, any provision which has been previously adopted, altered or amended by the members and which states that it may only be amended, altered or repealed by the members, may not be altered, amended or repealed by the managers but shall only be amended, altered or repealed upon the affirmative vote of a majority of all of the members of the Company which vote is taken at a duly called meeting of the members or the members or by written consent of a majority of the members of the Company.

IN WITNESS WHEREOF, the undersigned has executed the foregoing Articles of Organization as of this 15th day of December, 2003

[Handwritten Signature]

Elliot L. Miller.

03-DEC-24 PM 5:00
NOTARY PUBLIC
STATE OF FLORIDA


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STATE OF FLORIDA)
 SS.
COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that the foregoing instrument was acknowledged before me this 15th day of December, 2003 by Elliot L. Miller who is personally known to me .

[Handwritten Signature]

NOTARY PUBLIC

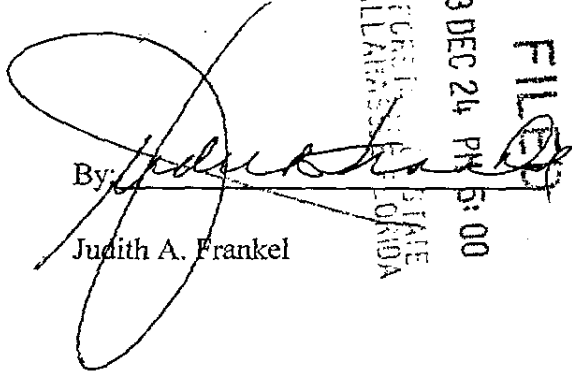
 NOTARY PUBLIC
REGINA HARRIS
MY COMMISSION # DD 217823
EXPIRES: September 30, 2007
Bonded Thru Budget Notary Services

CERTIFICATE ACCEPTING DESIGNATION AS AN AGENT UPON WHOM SERVICE OF
PROCESS WITHIN THIS STATE MAY BE SERVED

The following is submitted pursuant to Section 608.415 and 608.507 of the Florida
Limited Liability Company Act:

Having been appointed as registered agent of 3480 L.L.C. , a Florida limited
liability company in its Articles of Organization, at the place designated in such
Articles of Organization, the undersigned hereby agrees to act in this capacity and
affirms that it is familiar with , and accepts, the obligations of such position.

Dated: December 15, 2003

By: 
Judith A. Frankel

03 DEC 24 PM 5:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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