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TALLAHASSEE, FLORIDA

Law offices
of

Larry O. Schatzman, P.A.

Larry O. Schatzman

1110 Brickell Avenue
Suite 504
Miami, Florida 33131

Tel: (305) 347.4566
Fax: (786) 777. 0774
e mail: law los @ aol.com

December 18, 2003

Secretary of State
Division of Corporations
Corporate Records
PO Box 6327
Tallahassee, FL 32314

RE: 3rd AVENUE VENTURES, LLC, a Florida limited liability company

Gentlepersons,

Enclosed find the original and one copy of the Articles of Organization for the above entity, together with this firm's check in the amount of \$155.00, representing the filing fee, registered agent fee and the charge for a certified copy of the articles. Kindly return the filing receipt and certified copy to this office.

Yours very cordially,



Larry O. Schatzman

**ARTICLES OF ORGANIZATION OF
3RD AVENUE VENTURES, A FLORIDA LIMITED LIABILITY COMPANY**

The undersigned, acting as the Organizer(s) of a Limited Liability Company to be formed under the Florida Limited Liability Company Act, as amended, ("Act") form a Florida Limited Liability Company ("Company") pursuant to the Act and set forth the following Articles of Organization ("Articles").

ARTICLE I: NAME.

The name of this Company will be 3rd Avenue Ventures, LLC, a Florida Limited Liability Company.

ARTICLE II: COMMENCEMENT DATE AND DURATION.

This Company will commence on December 26, 2003, in accordance with the provisions of Section 608.409(1) of the Act and will continue for a period of thirty (30) years from the commencement date, or until dissolved by its members in accordance with Section 608.441 of the Act, or the provisions of these Articles. Subject to the foregoing, this Company will be dissolved on the happening of any of the following events:

- A. Expiration of the term specified above;
- B. Withdrawal, retirement, death, resignation, bankruptcy, dissolution, or expulsion of any member unless the business of this Company is continued by the consent of all of the remaining members; or
- C. Unanimous written consent of all the members.

ARTICLE III. PURPOSES

This Company is created and formed for the purpose of engaging in all lawful businesses authorized for a Company pursuant to

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Section 608.403 of the Act including, but not limited to, the acquisition, disposition, purchase, lease, encumbrance, financing, improving, managing and otherwise dealing with real property.

ARTICLE IV. PLACE OF BUSINESS

The principal place of business and the mailing address and street address of this Company will be 1110 Brickell Avenue, Suite 504, Miami, Florida 33131, and such other place or places as may be designated by the members from time to time.

ARTICLE V. REGISTERED AGENT AND REGISTERED OFFICE

The initial registered agent for this Company will be Larry O. Schatzman, Esq. and the address of the registered agent for service of process will be 1110 Brickell Avenue, Suite 504, Miami, Florida 33131.

ARTICLE VI. ADMISSION OF MEMBERS

The initial members of this Company will set be forth in the Regulations adopted by the members. The admission of additional members will be accomplished only by a vote of a majority in interest of the members.

ARTICLE VII. CONTINUATION OF BUSINESS

The members may, by unanimous written consent, continue the business of this Company upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of any member or upon the occurrence of any other event which terminates the continued membership of a member in this Company.

ARTICLE VIII. MANAGEMENT OF BUSINESS

The management of this Company will be vested entirely in its members. The names and address of each of the initial members are as follows:

ROBERT F. THORNE
1110 Brickell Avenue, Suite 5604
Miami, FL 33131

Members shall hereafter be added in accordance with the provisions set forth in the Operating Agreement for the LLC.

ARTICLE IX. POWERS

This Company will have all of the powers and authority set forth in Section 608.404 of the Act.

ARTICLE X. PROPERTY

A. Ownership: All property originally paid or brought into or transferred to this Company as contributions to capital by the members or subsequently acquired by purchase or otherwise on account of this Company will be property of this Company.

B. Title: Title to all property to the Company will be held in the name of the Company.

C. Conveyances: The member(s) are authorized to convey and obtain title to all real and personal property of whatever nature by the execution on behalf of this Company of any and all agreements, mortgages, deeds, trust agreements, indentures, leases, conveyance documents, and all other certificates, instruments and documents as are necessary, reasonable or desirable to obtain title or convey title to any real or personal property. Such execution will be made by members holding a majority in interest of the Company. The signature and execution of such documents will clearly set forth at the execution on behalf of the Company and that the member is signing on its behalf. The following form of signature will be used for obtaining or conveying title to any real or personal property:

3rd Avenue Ventures, LLC

By _____, Member

No third party need inquire any further than these Articles of Organization for authorization as to the form of conveyance on documents where title to real or personal property has been conveyed by the Company.

ARTICLE XI. AMENDMENTS

This Articles of Organization, except with respect to vested rights of the members, may be amended at any time by a vote of a majority in interest of the members and such amendments will be signed, executed and filed with the Florida Department of State in accordance with the provisions of Section 608.411 of the Act.

ARTICLE XII. REGULATIONS

The members are authorized and directed to prepare and adopt Regulations for the governing of the internal affairs of this Company and containing such provisions as they consider necessary except that no provisions of the Regulations may conflict with the provisions of these Articles unless these Articles otherwise permit. The power to adopt, alter, amend, or repeal the Regulations will be described in the Regulations, except that the initial form will be approved by all the members.

THIS SPACE INTENTIONALLY LEFT BLANK

ARTICLE XIII. CONTRACTING DEBTS

No debt will be contracted nor liability incurred by or on behalf of the Company except by a vote of the majority in interest of the members.

Intending to be bound, the undersigned member has executed these Articles of Organization this 18th day of December, 2003.

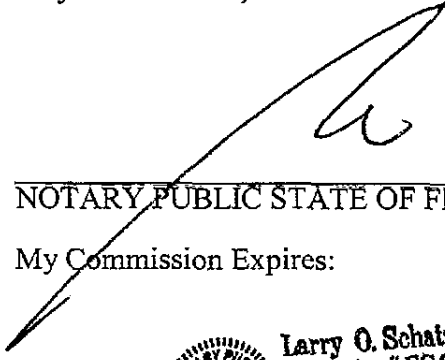


ROBERT F. THORNE

STATE OF FLORIDA)
 ss.
COUNTY OF DADE)


BEFORE ME, the undersigned authority, personally appeared ROBERT F. THORNE,, to me well known, or who produced ROBERT THORNE as identification, and known to me to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that he/she executed said instrument for the purposes therein expressed.

WITNESS my hand and seal this 18th day of December, 2003.



NOTARY PUBLIC STATE OF FLORIDA

My Commission Expires:

 **Larry O. Schatzman**
Commission # CC 922530
Expires March 26, 2004
Bonded Thru
Atlantic Bonding Co., Inc.

**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT
AND REGISTERED OFFICE OF
3RD AVENUE VENTURES LLC, A FLORIDA LIMITED LIABILITY COMPANY**

Pursuant to the provisions of §608.415 or §608.507 Fla. Stat. the undersigned Limited Liability Company submits the following statement in designating the registered office and registered agent in the State of Florida:

1. The name of the Limited Liability Company is: 3RD AVENUE VENTURES, LLC, a Florida Limited Liability Company.

2. The name and address of the registered agent and registered office is:

Larry O. Schatzman, Esq.
1110 Brickell Avenue, Suite 504
Miami, FL 33131

3. 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 a Registered Agent.



LARRY O. SCHATZMAN, ESQ.

Date: December 18, 2003