

L 04 0000 5 2538

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

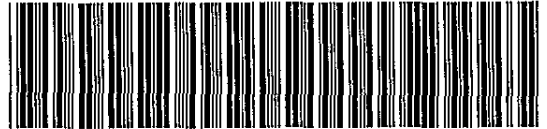
(Business Entity Name)

(Document Number)

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Where Minds Create, LLC
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

- Walk in Pick up time Certified Copy
- Mail out Will wait Photocopy Certificate of Status

NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

Examiner's Initials

Articles of Organization

of

WHERE MINDS CREATE, LLC.

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The undersigned member submits these Articles of Organization and in connection therewith certifies as follows:

1. The name of this Company is WHERE MINDS CREATE, LLC.
2. The mailing address and street address of the principal office of the Company are 2000 Island Boulevard, Suite 1910, Williams Island, Aventura, Florida 33160
3. The name and address of the initial registered agent for service of process in the State of Florida are:

Stephen S. Bodden
2710 Wachovia Financial Center
200 South Biscayne Boulevard
Miami, Florida 33131

4. The duration of the Company shall be perpetual.
5. This Company may engage in any lawful business within or without the State of Florida.
6. Additional members may be admitted as provided in the operating agreement.
7. The Company shall be managed by its manager as follows:

Yair Marcoschamer - MGR
2000 Island Boulevard, Suite 1910
Williams Island, Aventura, Florida 33160

Dated June 24, 2004.

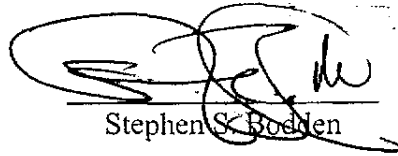


Yair Marcoschamer, a member

Acceptance of Appointment as Registered Agent

Having been named as registered agent for WHERE MINDS CREATE, LLC, a Florida limited liability company ("LLC") in the Articles of Organization, I hereby state that I am familiar with and accept the obligations of a registered agent as provided for in Chapter 608, Florida Statutes.

Dated June 24, 2004.


Stephen S. Boden