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LIMITED LIABILITY COMPANY
CERAMESA, LLC.

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**ARTICLES of ORGANIZATION  
of CERAMESA, LLC.  
a FLORIDA LIMITED LIABILITY COMPANY**

The undersigned, pursuant to the authority granted under Chapter 608 of the Florida Statutes, is hereby authorized to execute and file these Articles of Organization and in doing so does hereby certifies that:

**ARTICLE I — Name:**

The name of the Limited Liability Company is **CERAMESA, LLC.**

**ARTICLE II — Principal Office Address:**

The mailing address and street address of the principal office of the Limited Liability Company is: **1940 Harrison Street, Suite 302, Hollywood, Broward County, Florida 33020**

**ARTICLE III — Effective Date and Duration:**

The effective date of this Limited Liability Company will be October 25, 2004. Unless earlier terminated under the Act or the Company's Operating Agreement (the "Operating Agreement"), the period of duration for the Limited Liability Company shall be perpetual from the date of the issuance of a Certificate of Organization by the State of Florida.

**ARTICLE IV — Members and Management:**

This Limited Liability Company shall have at least one member and may admit additional members in accordance with these Articles and the Operating Agreement. This Company will be managed by one or more managers appointed by the members in accordance with the terms of the Operating Agreement. As such, the Company will be manager-managed. The managers will be designated as the president, secretary, and treasurer of the Company, and may also be designated as vice-presidents, assistant secretaries, and assistant treasurers, and shall have the authority normally associated with these positions under corporate law. The Company may, upon the unanimous consent of the members, also designate persons as directors under the Operating Agreement who shall act in a manner similar to the directors of a corporation. The members, at a meeting of the members held not

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less than annually unless otherwise specified in the Operating Agreement, in person or by proxy, shall designate the managers, who may also be members, and the positions that these managers will hold.

The initial managers, who shall serve until the first annual meeting of the members or until their successors are elected and qualify, and their designations shall be as follows:

Name of Manager: Steven N. Parks Position: President

**ARTICLE V — Admission of Additional Members:**

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be governed by the Operating Agreement established by the Member(s) for the Limited Liability Company, as amended. Unless otherwise set forth in the aforementioned Operating Agreement, no additional members shall be admitted unless all members, (including any additional members other than original members) shall unanimously agree, and then only on such terms and conditions as shall be agreed upon unanimously.

**ARTICLE VI — Members' Rights to Continue Business**

The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be governed by Chapter 608 of the Florida Statute unless otherwise specified by the Operating Agreement established by the Member(s) for the Limited Liability Company, as amended.

**ARTICLE VII — Membership and Contributions**

The undersigned member or authorized representative of a member of CERAMESA, LLC certifies that the above named limited liability company has at least one member and that all contributions to be contributed by any and all member(s) will be governed by the Operating Agreement established by the Member(s) for the Limited Liability Company, if any, as amended.

**ARTICLE VII — Registered Agent and Office**

The undersigned member or authorized representative represents that the Registered Agent within State of Florida is Steven N. Parks whose physical and mailing address is 1940 Harrison Street, Suite 302, Hollywood, Broward County Florida 33020.

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**ARTICLE VIII —Indemnification**

This Limited Liability Company shall indemnify any member, or any former member, to the full extent permitted by law unless otherwise specified in an applicable Operating or Regulatory Agreement.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization and acknowledged them on this 25<sup>th</sup> day of October, 2004.

  
\_\_\_\_\_  
Steven N. Parks  
As Authorized Representative

**Certificate Designating Registered Agent  
for Limited Liability Company**

In compliance with Section 608.415 of the Florida Statutes, the undersigned, as the named Registered Agent of CERAMESA, LLC., an entity desiring to organize and qualify under the laws of the State of Florida, does hereby accept agree to accept service of process for the above stated Limited Liability Company at the place designated in the foregoing Articles of Organization. In conformity with Florida Law, the undersigned does hereby acknowledge his/her role as Registered Agent, agree to comply with the provisions of all Florida Statutes relative to the proper and complete performance of a Registered Agent's duties, and is familiar with and does hereby further accept the obligations of the position of Registered Agent for this Limited Liability Company.

Dated this 25<sup>th</sup> day of October, 2004 by:

  
\_\_\_\_\_  
Steven N. Parks  
1940 Harrison Street, Suite 302  
Hollywood, FL 33020

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