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Account Name : EMPIRE CORPORATE KIT COMPANY
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LIMITED LIABILITY COMPANY

tf holdings, llc

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ARTICLES OF ORGANIZATION

OF

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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TF HOLDINGS, LLC,
a Florida Limited Liability Company

ARTICLE I- Name

The name of the Limited Liability Company is TF HOLDINGS, LLC, a Florida limited liability company (the "Limited Liability Company").

ARTICLE II- Address

The initial principal place of business and mailing address of the Limited Liability Company is shall be 8805 S.W. 149th Street, Miami, Florida 33176.

ARTICLE III- Registered Agent

The name of the initial registered agent in Florida for the Limited Liability Company is Rafael Rosado and the address of the initial registered agent is 8805 S.W. 149th Street, Miami, Florida 33176.

ARTICLE IV- Management

The management of the Limited Liability Company is reserved to members, or officers of the members, who shall be referred to as managing members. The name and address of the managing members who shall serve as managing members until the first annual meeting of members or until his or her successor is elected and qualified is as follows:

- | | |
|---|---|
| (I) Jack Taub
8805 S.W. 149 th Street
Miami, Florida 33176 | (III) Merrill J. Taub
8805 S.W. 149 th Street
Miami, Florida 33176 |
| (II) Sarié Wasserman
606 Heritage Drive
Fort Lauderdale, Florida | |

ARTICLE V- Duration

The existence of the Limited Liability Company shall be perpetual, unless terminated by the unanimous written agreement of all members, or by the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or upon the occurrence of any event which terminated the continued membership of a member, unless the existence and business of the company is continued

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by the consent and agreement of the remaining members owning a majority of the membership interests, or by amendment of these Articles of Organization thereby providing for the continued existence of the Limited Liability Company subsequent to the foregoing events.

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TALLAHASSEE, FLORIDA

ARTICLE VI-Purpose

The purpose for which the Limited Liability Company is organized is to engage in any and all businesses and activities permitted by the laws of the State of Florida. The Limited Liability Company shall have all of the powers vested in a Limited Liability Company organized and existing by virtue of such laws.

ARTICLE VII-Capital Contribution

The total amount of cash contributed to the Limited Liability Company is One Thousand (\$1,000.00) Dollars in cash and no other property is being contributed to the Limited Liability Company.

ARTICLE VIII-Additional Members

Members may admit additional members upon agreement of the members owning a majority of the membership interests in the Limited Liability Company.

ARTICLE IX-Continuity of Business

Upon 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, the business of the Limited Liability Company shall not be continued and the Limited Liability Company shall be dissolved unless the consent to continue of all the remaining members of the Limited Liability Company is obtained or these Articles of Organization are amended thereby providing for the continued existence of the Limited Liability Company subsequent to the foregoing events.

ARTICLE X-Additional Contributions

The total additional contributions, if any, agreed to be made by all members and the times at which, or the events or happenings of which, that shall be made, are as follows: No total additional contributions have been agreed to at the date of filing of these Articles of Organization. Additional contributions, if any, will be made upon agreement of the members owning a majority of the membership interests of the Limited Liability Company.

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ARTICLE XI-Regulations

The members shall have the power to adopt, alter, amend or repeal regulations of the limited Liability Company containing provisions for the regulation and management of the affairs of the business of the Limited Liability Company.

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STATE
TALLAHASSEE, FLORIDA

These Articles of Organization have been executed on the date set forth under the name of the subscribing members.

Jack Taub

Jack Taub
Merrill J. Taub

Merrill J. Taub

Sharie Wasserman

Sharie Wasserman
Sharie

STATE OF FLORIDA)
)ss:
COUNTY OF MIAMI-DADE)

On this 20th day of June, 2003, before me personally appeared Jack Taub, Merrill J. Taub and Sharie Wasserman, to me known to be the persons who executed the foregoing.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the County and State aforesaid.

Marcia B. Caballero

Notary Public, State of Florida
Print Name:
Commission No.:
My Commission Expires:



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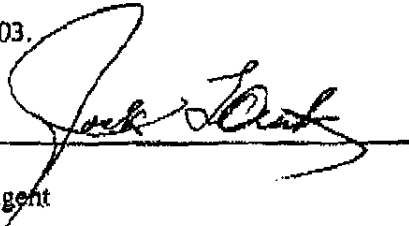
ACCEPTANCE BY REGISTERED AGENT

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Having been appointed the registered agent of TF HOLDINGS, LLC, a Florida limited liability company, the undersigned accepts such an appointment, agrees to act in such capacity and accepts the obligations proposed by Florida Statutes Section 608.415 and is herewith simultaneously designated as registered agent.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Executed this 31 day of June, 2003.



Jack Taub
Registered Agent

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