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**LIMITED LIABILITY COMPANY**  
**FRALUC, LLC**

Certificate of Status	1
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FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

January 28, 2005

ADAM R. SCHIFFMAN, P.A.

SUBJECT: FRALUC, LLC, LLC  
REF: W05000004596

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Your name has the suffix "LLC" repeated. Please correct the name of your LLC throughout your document.

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**ARTICLES OF ORGANIZATION  
OF  
FRALUC, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby makes and files the following Articles of Organization.

**ARTICLE I  
NAME**

The name of the limited liability company is **FRALUC, LLC** (the "Company").

**ARTICLE II  
DURATION**

The period of the Company's duration shall commence on **January 26, 2005** and shall be perpetual, unless the Company is dissolved as provided for by law, by these Articles of Organization or in the Regulations ("Regulations") of the Company.

**ARTICLE III  
MAILING AND STREET ADDRESSES**

The mailing address and the street address of the principal office of the Company is **12545 Palm Road, North Miami, Florida 33181**.

**ARTICLE IV  
PURPOSES AND POWERS**

The purpose for which the Company is organized is to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers which a limited liability company may have under the laws of the State of Florida.

**ARTICLE V  
NAME AND ADDRESS OF  
INITIAL REGISTERED AGENT**

The name and street address of the initial registered agent of the Company in the State of Florida is **Adam R. Schiffman, Esquire, 2999 N.E. 191<sup>st</sup> Street, Suite 900, Aventura, Florida 33180**. A statement of the initial registered agent accepting his appointment is attached to these Articles of Organization.

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ARTICLE VI  
ADMISSION OF NEW MEMBERS

Members of the Company shall have the right to admit additional members to the Company only with the written consent of a majority in interest of the members of the Company and upon such terms and conditions as shall be determined by such members.

ARTICLE VII  
TERMINATION OF EXISTENCE

The death, retirement, resignation, expulsion, termination of employment by the Company, conviction of a crime, bankruptcy or dissolution of a Member shall not dissolve the Company unless a majority in interest of the remaining Members consents to dissolve the Company.

ARTICLE VIII  
MANAGEMENT

The Company shall be managed by managers in accordance with the Regulations of the Company. Initially, there shall be two managers of the Company. Thereafter, the number of managers shall be determined as provided in the Regulations of the Company. The managers shall be elected by the members as prescribed and provided in the Regulations of the Company and by Florida law. The managers shall hold the offices and have the responsibilities set forth in the Regulations of the Company. The Regulations of the Company may also contain any other provisions for the regulation and management of the affairs of the Company not inconsistent with law or with these Articles of Organization. The names and addresses of the initial managers who are to serve as managers until the first annual meeting of members or until their respective successor is elected and qualified are as follows:

<u>Name</u>	<u>Address</u>
LUCCIANO BEN	12545 Palm Road North Miami, Florida 33181
FRANK HARRIS	12545 Palm Road North Miami, Florida 33181

IN WITNESS WHEREOF, the undersigned organizing member has executed these Articles of Organization this 26<sup>th</sup> day of January, 2005.

By:   
ADAM R. SCHIFFMAN, ESQUIRE

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