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LIMITED LIABILITY COMPANY

Wharton Properties, LLC

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 SECURITIES DIVISION
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**ARTICLES OF ORGANIZATION
FOR
WHARTON PROPERTIES, LLC**

ARTICLE I - NAME

The name of this Limited Liability Company is WHARTON PROPERTIES, LLC

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is 1435 Collins Avenue, Miami Beach, FL 33139

ARTICLE III - DURATION

This Limited Liability Company shall exist perpetually.

ARTICLE IV - PURPOSE

The purpose for which this Limited Liability Company is created is: any and all legal purposes

ARTICLE V - MANAGEMENT

The name and address of each Manager or Managing Member is as follows:

Todd Wharton
1435 Collins Avenue
Miami Beach, FL 33139

ARTICLE VI - REGISTERED AGENT/REGISTERED OFFICE

The name and Florida Street address of the registered agent are:

Rose Wharton
1435 Collins Avenue
Miami Beach, FL 33139

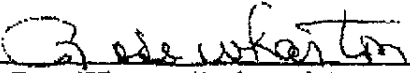
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Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. 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 registered agent as provided for in Chapter 608, F.S.

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Rose Wharton, Registered Agent

The Undersigned, as a Member of the Company, for the purpose of forming a limited liability company to do business within the State of Florida, does make and file these Articles of Organization, hereby declaring and certifying that the facts stated are true.

Dated: August 17, 2005


Rose Wharton

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