

Division of Corporations

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Florida Department of State  
Division of Corporations  
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To: Division of Corporations  
Fax Number : (850)205-0383

From: Account Name : SANCHEZ-MEDINA & ASSOCIATES, P.A.  
Account Number : I20030000135  
Phone : (305)448-4344  
Fax Number : (305)448-7887

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**FLORIDA/FOREIGN LIMITED LIABILITY CO.**

**PT HOLDINGS LLC**

Certificate of Status	0
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ARTICLES OF ORGANIZATION FOR  
PT HOLDINGS LLC

ARTICLE I - NAME

The name of the limited liability company shall be PT HOLDINGS, LLC (the "Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company shall be c/o Sanchez-Medina & Associates, P.A., The Colonnade - Suite 302, 2333 Ponce de Leon Blvd., Coral Gables, Florida 33134.


ARTICLE III - REGISTERED OFFICE AND AGENT


The name and street address of the registered agent of the Company in the State of Florida is: Roland Sanchez-Medina Jr., Sanchez-Medina & Associates, P.A., 2333 Ponce de Leon Blvd., Suite 302, Coral Gables, Florida 33134.

ARTICLE IV - MANAGEMENT

The Company will be a member-managed company.

*Having been named as registered agent and to accept service of process for the above-stated 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 of registered agent as provided for in Chapter 608, F.S.*

  
\_\_\_\_\_  
Roland Sanchez-Medina Jr.

  
\_\_\_\_\_  
Roland Sanchez-Medina Jr., as authorized representative

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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**ORGANIZATIONAL RESOLUTIONS  
OF  
PT HOLDINGS LLC**

The undersigned, being the incorporator of **PT HOLDINGS LLC**, a Florida limited liability company (the "Company"), formed pursuant to the provisions of the Florida Limited Liability Company Act (the "Act"), hereby waives all statutory and charter requirements as to notice, and adopts the following resolutions pursuant to the provisions of Section 608 of the Act:

**RESOLVED**, that the Articles of Organization are hereby approved, ratified and adopted as the Articles of Organization of the Company; and it is further

**RESOLVED**, that the form of unit certificate used by the Company is hereby approved and adopted as the certificate to represent units of ownership interest in the Company; and it is further,

**RESOLVED**, that Zoe Torres is hereby named as the sole Managing Member of the Company, to serve until the next annual meeting of the members or until his/her earlier removal or resignation and until his/her successor has been duly appointed and qualified; and it is further

**RESOLVED**, the Company is hereby authorized, empowered and directed to issue membership certificate(s) representing ownership in the Company as follows:

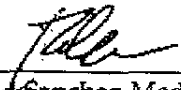
<u>Subscriber</u>	<u>Number of Units</u>
ZOE A. TORRES	100 UNITS

**RESOLVED**, that Zoe Torres be, and hereby is, authorized, empowered and directed to open and be the authorized signatory on one or more accounts with any financial institution of their choice, and to (i) endorse any drafts, checks, notes, orders and bills of exchange payable to the Company; (ii) deposit such drafts, checks, notes, orders and bills of exchange in such accounts; and (iii) draw and sign checks on such accounts in the name and on behalf of the Company. The Board of Managers hereby adopts any resolutions required by any bank in connection with its designation as depository for the Company; and it is further

**RESOLVED**, that the Managing Member of the Company be, and he/she hereby is, authorized, empowered and directed to take any and all steps, and to execute and deliver any and all instruments in connection with carrying the foregoing resolutions into effect; and it is further

**RESOLVED**, that the foregoing resolutions shall continue in full force and effect and may be relied upon until receipt of written notice of any change therein.

IN WITNESS WHEREOF, the undersigned has approved, authorized, confirmed, ratified, and consented to the foregoing resolutions as of this 19<sup>th</sup> day of July, 2007.

  
\_\_\_\_\_  
Roland Sanchez-Medina Jr., *Incorporator*

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