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FLORIDA LIMITED LIABILITY CO. WFD-PANAMA, LLC

Certificate of Status	1
Certified Copy	1
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Estimated Charge	\$160.00

DEC 113 2006

T SCOTT

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I. - Name

The name of the Limited Liability Company is:

WFD-PANAMA, LLC

ARTICLE II. - Address

The mailing address and street address of the principal office of the Limited Liability Company is:

420 Lincoln Road Suite #320 Miami Beach, FL 33139

ARTICLE III. - Registered Agent, Registered Office, & Registered Agent's Signature

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

Corpco, Inc. 2699 South Bayshore Drive 7th Floor Miami, FL 33133

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 605, F.S.

REGISTERED AGENT:

CORPCO, INC., a Florida corporation

Michael D. Katz, Esq.,

as President

ARTICLE IV. - Management

The Limited Liability Company will be manager-managed. The name and address of the managers of the Limited Liability Company are:

Randall A. Whitman 420 Lincoln Road Suite #320 Miami Beach, FL 33139

Matthew W. Lazenby 420 Lincoln Road Suite #320 Miami Beach, FL 33139

Ivor Nikolas Massey 420 Lincoln Road Suite #320 Miami Beach, FL 33139

Michael D. Katz, Esq., Authorized Representative of a Member(s)
(In accordance with section 605.0209 (1) (b), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.)

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