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LIMITED LIABILITY COMPANY

JOE'S MANAGEMENT GROUP, LLC.

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ARTICLES OF ORGANIZATION
OF
JOE'S MANAGEMENT GROUP, LLC.

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a Limited Liability Company under the laws of the State of Florida do set forth the following:

1. NAME.

The name of the Limited Liability Company is: Joe's Management Group, LLC.

2. PERIOD OF DURATION.

The period of duration of the Limited Liability Company shall be from the date of filing until the first to occur of the following:

- (i) Fifty (50) years from the date of filing of these Articles of Organization with the Department of State, or
- (ii) Dissolution of the Limited Liability Company pursuant to provisions of the Florida Limited Liability Company Act.

3. 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

Prepared By:
Ronald R. Fieldstone, Esq.
200 S. Biscayne Boulevard, Suite 2100
Miami, Florida 33131
Office: (305) 982-1555
Florida Bar #180299

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Limited Liability Company shall have all of the powers vested in a Limited Liability Company organized and existing by virtue of such laws.

4. ADDRESS OF PLACE OF BUSINESS.

The address of the place of business in Florida for the Limited Liability Company is:

c/o Stacey O'Bryan
227 Biscayne Street
Miami Beach, Florida 33139

5. REGISTERED AGENT.

The name and address of the initial registered agent in Florida for the Limited Liability Company is:

Ronald R. Fieldstone, Esq.
Fieldstone, Lester, Shear & Denberg
200 S. Biscayne Blvd., Ste. 2100
Miami, FL 33131

6. CAPITAL CONTRIBUTIONS.

The total amount of cash and a description of the agreed value of property other than cash contributed to the Limited Liability Company is as follows: \$1,000.00 in cash and no other property is being contributed to the Limited Liability Company.

7. ADDITIONAL CONTRIBUTIONS.

The total additional contributions, if any, agreed to be made by all members and the times at which, or the events of happening 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 in cash or by the contribution of

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property at such value as shall be approved by the Managers. The Company will maintain a capital account for each Member in accordance with generally accepted accounting principles and the respective interests of the Members in the Company. Each Member's percentage ownership interest in the capital and profits of the Company shall be calculated as set forth in the Regulations of the Company.

8. 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 there is obtained the consent of all the remaining members of the Limited Liability Company.

9. MANAGEMENT.

The Limited Liability Company is to be managed by a manager, or managers. Names and addresses of such managers who are to serve as managers until the first annual meeting of members or until their successors are elected and qualified are as follows:

- (1) Steve Sawitz
227 Biscayne Street
Miami Beach, Florida 33139
- (2) Stacey O'Bryan
227 Biscayne Street
Miami Beach, Florida 33139
- (3) Marc Fine
227 Biscayne Street
Miami Beach, Florida 33139

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10. MANAGEMENT.

(i) All powers associated with the Company's activities shall be vested in the Managers.

(ii) The Managers may admit additional Members upon such terms and conditions as shall be determined by the Managers in their reasonable judgement. The admission of additional Members shall be reflected in an amendment to these Articles of Organization, executed by the Managers and shall be filed with the Secretary of State of Florida.

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Executed at Miami, Florida on the 18 day of May, 1999.

By: [Signature]
Steve Sawitz, Manager

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

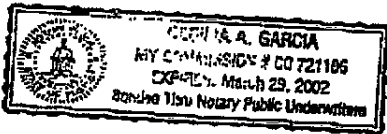
BEFORE ME, the undersigned authority personally appeared Steve Sawitz, as Manager of Joe's Management Group, LLC., who is personally known to me or who has produced _____ as identification and who did take an oath, acknowledged before me that he executed the foregoing instrument for the purposes herein expressed.

WITNESS MY HAND and official seal at Miami, Miami-Dade County, Florida, this 17th day of May, 1999.

[Signature]
Signature

Cecilia Garcia
Print (Notary's Name)
Notary Public, State of Florida

Notarial Seal:



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ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of Joe's Management Group, LLC. 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 simultaneous designated as registered agent by Steve Sawitz, Manager

Executed this 18 day of May, 1999.

By: 
Ronald R. Fieldstone, Registered Agent

FOR THE LIMITED LIABILITY COMPANY:

By: 
Steve Sawitz, Manager

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AFFIDAVIT OF MEMBERSHIPS AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of Joe's Management Group, LLC., deposes and says:

1. The above limited liability company has at least one member.
2. The total amount of cash contributed by the members is \$1,000.00.
3. If any, the agreed value of property other than cash contributed by members is \$0. A description of the property is attached and made a part hereto.
4. The amount of cash or property anticipated to be contributed by members is \$1,000.00.
5. The total amounts of 2, 3 and 4 is \$1,000.00.
6. The street address of the principal office of the limited liability company is:

c/o Stacey O'Bryan
 227 Biscayne Street
 Miami Beach, FL 33139

7. The mailing address of the limited liability company is:

227 Biscayne Street
 Miami Beach, FL 33139

A. Z. OB

Signature of a member or authorized representative of a member
 (In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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