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1.) Nazari Associates II, LLC
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5 pages

ARTICLES OF ORGANIZATION

OF

NAZARI ASSOCIATES II, 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:

ARTICLE I: NAME

The name of the Company is Nazari Associates II, LLC.

ARTICLE II: DURATION

The existence of the Company shall be perpetual, unless terminated by the unanimous written agreement of all Members, or by the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or upon the occurrence of any event which terminates the continued membership of a member, unless the existence and business of the Company is continued by the consent and agreement of all the remaining members, or by amendment of these Articles of Organization thereby providing for the continued existence of the Company subsequent to the foregoing events.

ARTICLE III: ADDRESS OF PLACE OF BUSINESS & MAILING ADDRESS

The principal place of business in Florida for the Company shall be 3500 N. 55th Avenue, Hollywood, Florida 33021.

ARTICLE IV: REGISTERED AGENT

The name of the initial registered agent in Florida for the Company is Lawrence N. Rosen and the address of the initial registered agent is 2925 Aventura Boulevard, Suite 308, Aventura, Florida 33180.

ARTICLE V: ADDITIONAL MEMBERS

Members may admit additional members upon written agreement of the members owning no less than seventy-five (75%) percent of the membership interests in the Company.

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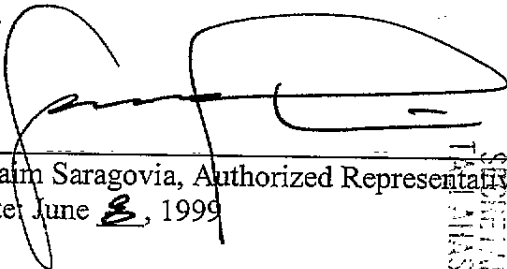
ARTICLE VI: CONTINUITY OF BUSINESS

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 Company, the business of the Company shall not be continued and the Company shall be dissolved unless the written consent to continue is obtained from the remaining members owning at least two-thirds (2/3rds) of the membership interests in the Company.

ARTICLE VI: MANAGEMENT

The management of the Company is reserved to the members, or officers of the members. The name and address of the managing member is as follows: Efraim Saragovia, 3500 N. 55th Avenue, Hollywood, Florida 33021.

These Articles of Organization have been executed on the date set forth by an authorized representative of a member.



Efraim Saragovia, Authorized Representative
Date: June 8, 1999

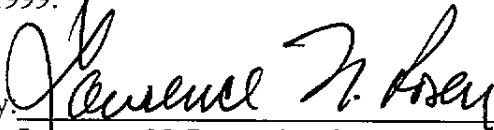
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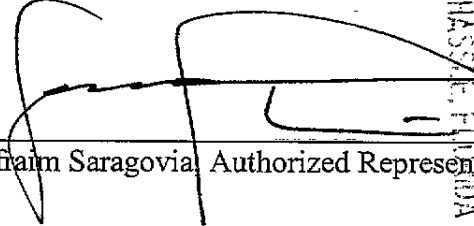
ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of Nazari Associates II, 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 simultaneously designated as registered agent by Nazari Associates II, LLC

Executed this 8 day of June, 1999.

By: 
Lawrence N. Rosen, Registered Agent

FOR THE COMPANY:

By: 
Efraim Saragovia, Authorized Representative

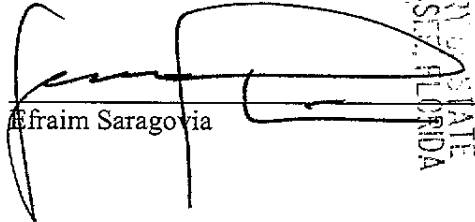
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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF

**NAZARI ASSOCIATES II, LLC
A FLORIDA LIMITED LIABILITY COMPANY**

The undersigned, an authorized representative of a member of Nazari Associates II, LLC, deposes and says:

1. The above named limited liability company has at least two members;
2. The total amount of cash contribution by the member(s) is One Thousand (\$1,000.00) Dollars;
3. The agreed value of property, if any, other than cash contributed by member(s) is \$ -0-; and
4. The total amount of cash or property anticipated to be contributed by member(s) is One Thousand (\$1,000.00) Dollars. This total includes amounts from 2 and 3 above.

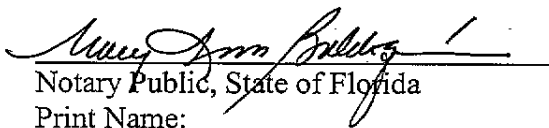

Efraim Saragovia

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STATE OF FLORIDA }
COUNTY OF DADE } SS

On this 5th day of June, 1999, before me personally appeared Efraim Saragovia, a member of Nazari Associates II, LLC, to me known to be the person who executed the foregoing and acknowledged before me that he executed the same for the purposes expressed therein. He [] is personally known to me, or [] has produced a valid Florida driver's license as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the County and State aforesaid.


Notary Public, State of Florida
Print Name: _____
Commission No.: _____
My Commission Expires: _____

OFFICIAL NOTARY SEAL
MARY ANN BALDOQUIN
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC542670
MY COMMISSION EXP. MAR. 25, 2000