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111 SOUTHWEST THIRD STREET
MIAMI, FLORIDA 33130

October 4, 1999

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Secretary of State
Corporations Division
409 East Gaines Street
Tallahassee, FL 32399

Dear Sir or Madam:

Enclosed you will find the following:

- One original plus one copy of Article of Organization for Genesis Family Trust, LLC
- Check in the amount of $125 to cover the filing fee and the registered agent fee.
- One original plus one copy of Article of Organization for Genesis Group, LLC
- Check in the amount of $125 to cover the filing fee and the registered agent fee.

Please forward a dated "filed" stamped copy of each Article of Organization in the enclosed prepaid federal express envelope.

If you have any questions, please do not hesitate to give me a call.

Sincerely,

HERBERT BUCHWALD, P.A.

Evelyn Vess, Secretary to
Herbert Buchwald

Enc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
GENESIS GROUP, LLC

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, hereby make, acknowledge and file the following Articles of Organization:

ARTICLE I

Name

The name of the limited liability company shall be GENESIS GROUP, LLC. The principal place of business of the Company in Florida shall be c/o Herbert Buchwald, P.A., Sixth Floor, McCormick Building, 111 Southwest Third Street, Miami, Florida 33130.

ARTICLE II

Duration

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall terminate not later than December 31, 2024, unless the Company is earlier dissolved as provided in these Articles of Organization

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ARTICLE III

Purposes and Powers

The general purpose for which the Company is organized is to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida, and shall have all the powers granted to a limited liability company under the laws of the State of Florida. Without limiting the generality of the foregoing, the Company shall specifically be empowered to:

1. Sue or be sued, or complain or defend, in its name.

2. Purchase, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal with real or personal property or any legal or equitable property, wherever located.

3. Sell, convey, mortgage, pledge, create a security interest in, lease, exchange and otherwise dispose of all or any part of its property.

4. Purchase, receive, subscribe for, acquire, own, hold, vote, use, sell, mortgage, lend, pledge, or otherwise dispose of and deal with shares or other interests in or obligations of any entity.

5. Make contracts and guarantees or incur liabilities, borrow money, issue notes, bonds and other obligations, secure any of its obligations by mortgage or pledge of any part of its property, franchises, and income, and make contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotions or attainment of the business of the Company.

6. Lend money, invest and reinvest its funds, and receive and hold real and personal property as security for repayment.

7. Conduct its business and exercise the powers granted by Section 608 of the Florida Statutes within or outside the State of Florida.

8. Elect or appoint managers and agents of the limited liability company, define their duties, fix their compensation, and lend them money and credit.

9. Make and amend its regulations, not inconsistent with these Articles of Organization or with the laws of the State of Florida, for the administration and regulation of the affairs of the Company.

10. Make donations to the public welfare or for charitable, scientific or educational purposes.

11. Indemnify a member or manager or any other person to the same extent as a limited liability company may indemnify any of the managers, managing members, officers, employees, or agents of the limited liability company against expenses actually and reasonably incurred by them or in connection with the defense of an action, suit, or proceeding, whether civil or criminal, in which he or it is made a party.

12. Cease its activities and surrender its certificate of organization.

13. Have and exercise all powers necessary or convenient to effect any or all of the purposes for which the Company is organized.

14. Transact any lawful business that will aid governmental policy.

15. Pay pensions and establish pension plans, pension trusts, profit-sharing plans, and other incentive plans for any or all of its managers and employees.

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16. Be promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, limited partnership, limited liability company, joint venture, trust, or other entity.

17. Make payments or donations or do any other act not inconsistent with law that furthers the business and affairs of the Company.

ARTICLE IV

Registered Office and Agent

The name and street address of the registered agent of the Company in the State of Florida is Herbert Buchwald, Sixth Floor, McCormick Building, 111 Southwest Third Street, Miami, Florida 33130.

ARTICLE V

Capital Contribution

The members of the Company shall contribute to the initial capital of the Company the amount of $500.00.

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ARTICLE VI

Additional Capital Contributions

Each member shall make additional capital contributions to the Company only upon the unanimous consent of all the members.

ARTICLE VII

Admission of New Members

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and upon such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VIII

Termination of Existence

The company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members.

ARTICLE IX

Management

The Company shall be managed by a manager ("Manager") in accordance with regulations adopted by the members for the management of the business and affairs of the Company, which regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The name and address of the initial Managers of the Company are Herbert Buchwald and Steven M. Mizel c/o Herbert Buchwald, Sixth Floor, McCormick Building, 111 Southwest Third Street, Miami, Florida 33130.

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization at Denver, Colorado, for the foregoing uses and purposes this 4th day of October, 1999.

Herbert Buchwald

Herbert Buchwald

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ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of GENESIS GROUP, LLC, as the registered agent of said limited liability company, hereby consents to the appointment of the undersigned as registered agent of the company.

Herbert Buchwald, P.A.
Registered Agent

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TALLAHASSEE, FLORIDA

State of Colorado)
) :ss
County of Denver)

Before me personally appeared Herbert Buchwald to me well known to be the organizer of the above limited liability company and who subscribed the above Articles of Organization, and he freely and voluntarily acknowledge before me according to law that he made the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 4th day of October, 1999.

Notary Public

My commission expires: July 27, 2002

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA