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Account Name : EMPIRE CORPORATE KIT COMPANY
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LIMITED LIABILITY COMPANY

POMPANO SQUARE INVESTORS, LLC

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ARTICLES OF ORGANIZATION
OF
POMPANO SQUARE INVESTORS, LLC

ARTICLE I - NAME

The name of the Limited Liability Company is: POMPANO SQUARE INVESTORS, LLC (the "Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company is: 7700 Red Road, South Miami, Florida 33143.

ARTICLE III - DURATION

The period of duration for the Company shall be perpetual.

ARTICLE IV - MANAGEMENT

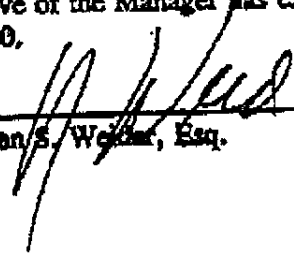
The Company will be a manager-managed Company. The name and address of the Manager are:

Gulfside Pompano, LLC
7700 Red Road
South Miami, Florida 33143

ARTICLE V - EFFECTIVE DATE

The effective date of formation of the Company is August 22, 2000.

IN WITNESS WHEREOF, the undersigned Representative of the Manager has executed these Articles of Organization this 22 day of August, 2000.


Norman S. Weider, Esq.

Prepared:
Norman S. Weider, Esq.
100 S.E. 2d Street, #3950
Miami, FL 33131
Phone: (305) 371-6338 - Florida Bar No. 158338

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: **POMPANO SQUARE INVESTORS, LLC.**
2. The name and address of the registered agent and office is:

Norman S. Weider, Esq.
100 S.E. 2nd Street
Suite 3950
Miami, Florida 33131

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 PROPERTY AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



NORMAN S. WEIDER, ESQ.

DATE: 8/22/00

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