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Florida Department of State
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To: Division of Corporations
Fax Number : (850) 205-0383

From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
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ALL

LIMITED LIABILITY COMPANY

RHS SOUTH, L.L.C.

Certificate of Status	0
Certified Copy	1
Page Count	04
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ARTICLES OF ORGANIZATION
FOR
RHS SOUTH L.L.C.
(A Florida Limited Liability Company)

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ARTICLE I - Name:

The name of the Limited Liability Company is RHS SOUTH, L.L.C.

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is 201 ALHAMBRA CIRCLE, SUITE 801, CORAL GABLES, FLORIDA 33134.

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall commence on the date on which these Articles of Organization are filed with the Department of State of the State of Florida, and shall terminate fifty (50) years from the date of such filing, unless extended by election of the Members, or until dissolved in a manner provided by law, or as determined by the vote of the managers.

ARTICLE IV - Management:

The Limited Liability Company is to be managed by one or more managers, and is, therefore, a manager - managed company. The initial managers of the Limited Liability Company are M. Ronald Krongold and Randi M. Krongold, whose address is 201 Alhambra Circle, Suite 801, Coral Gables, Florida 33134.

ARTICLE V-Registered Agent:

The name and the Florida street address of the registered agent of the Limited Liability Company is Krongold Todd & Singer, P.L., whose address is 201 Alhambra Circle, Suite 201, Coral Gables, Florida 33134.

ARTICLE VI-Nature of Business:

The general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, shall be to engage in any activity or business authorized under the Florida Statutes, and in general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things herein set forth to the same extent as a natural person might or could do.

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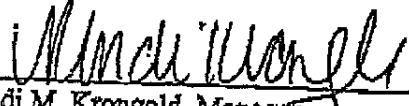
ARTICLE VII-Restrictions On Membership:

Members shall have the right to admit new members by unanimous consent of the members. Contributions required of new members shall be determined by the members as of the time of admission to the company. A member's interest in the company may not be sold or otherwise transferred except with unanimous written consent of all of the members. Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business upon unanimous consent of such remaining members.

ARTICLE VIII-Indemnification of Members and Managers:

This company, its receiver or its trustee (in the case of its receiver or trustee, to the extent of this company's property) shall indemnify, hold harmless from and pay all judgments and claims against each member or manager, and any shareholders, officers, directors, employees, managers or members of such member or manager, relating to any liability or damage incurred by reason of any act performed or omitted to be performed by such indemnified party in connection with the business of this company, including attorneys' fees and expenses incurred by such indemnified party in connection with the defense of any action based on any such act or omission, which attorneys' fees and expenses may be paid as incurred, including all such liabilities under federal and state securities laws (including the Securities Act of 1933, as amended) as permitted by law. This company shall indemnify, hold harmless from and pay all expenses, costs or liabilities of any member or manager who for the benefit of this company makes any deposit, acquires any option or makes any other similar payment or assumes any obligation in connection with any property proposed to be acquired by this company, which action shall have been authorized or permitted under the terms of these Articles and who suffers any financial loss as a result of such action.

IN WITNESS WHEREOF, the undersigned hereby affirm under the penalties of perjury that the facts stated hereinabove are true and have executed this instrument as of this 13th day of September, 2001.


Randi M. Krongold, Manager

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named to accept service of process for the above stated Limited Liability Company, KRONGOLD TODD & SINGER, P.L. states she is familiar with and hereby agrees to act in this capacity, and agrees to comply with the obligations of said position.

Dated this 13 day of September, 2001.

KRONGOLD TODD & SINGER, P.L.

By:

Randi M. Krongold
Randi M. Krongold, Esq.

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