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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : LEVINE & PARTNERS, P.A.
Account Number : 074677001117
Phone : (305) 372-1350
Fax Number : (205) 372-1352

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DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY

123, L.L.C.

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|-----------------------|----------|
| Certificate of Status | 1 |
| Certified Copy | 1 |
| Page Count | 04 |
| Estimated Charge | \$160.00 |

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ARTICLES OF ORGANIZATION
OF
123, L.L.C.

ARTICLE I
NAME OF COMPANY

The name of this limited liability company shall be:

123, L.L.C.

ARTICLE II
ADDRESS

The Company's mailing and street address is:

600 boul. de Maisonneuve ouest
Bureau 2600
Montreal, Quebec H3A 3J2

ARTICLE III
NATURE OF BUSINESS

The general purpose for which this Company is organized is to engage in any lawful activity or to transact any lawful business for which limited liability companies may be organized under the Florida Limited Liability Company Act.

ALAN W. LEVINE, ESQ.
LEVINE & PARTNERS, P.A.
1110 Brickell Avenue, 7th Floor
Miami, Florida 33131
Telephone: (305) 372-1350
Florida Bar Number 866822

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ARTICLE IV
INITIAL REGISTERED AGENT AND
THE REGISTERED AGENT'S ADDRESS

The Company's initial Registered Agent and the Registered Agent's address in the State of Florida shall be:

ALAN W. LEVINE, ESQ.
1110 Brickell Avenue
7th floor
Miami, Florida 33131

ARTICLE V
ADMISSION OF ADDITIONAL MEMBERS

Additional members may be admitted to the Company from time to time upon the terms and conditions unanimously agreed upon by the members in the manner provided by the Regulations of the Company.

ARTICLE VI
CONTINUATION 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 Company's business shall not continue and the Company shall be dissolved in accordance with the provisions of the Florida Limited Liability Company Act, unless the remaining members unanimously agree to continue the business of the Company in the manner provided by the Company's Regulations.

ARTICLE VII
MANAGEMENT

The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager-managed company.

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THE UNDERSIGNED, as the authorized representative of the Manager of the Company, for the purpose of forming a limited liability company to do business within the State of Florida, does make and file these Articles of Organization, hereby declaring and certifying that the facts stated are true.



ALAN W. LEVINE, ESQ.

STATE OF FLORIDA)
):SS
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 9th day of April, 2002, by Alan W. Levine, who is personally known to me.



NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:

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**CERTIFICATE ACCEPTING DESIGNATION AS AN AGENT UPON
WHOM SERVICE OF PROCESS WITHIN THIS STATE MAY BE SERVED**

The following is submitted pursuant to Sections 608.415 and 608.507 of the Florida Limited Liability company Act:

Having been appointed registered agent of 123, L.L.C. in its Articles of Organization, at the place designated in such Articles of Organization, the undersigned hereby agrees to act in this capacity and affirms that it is familiar with, and accepts, the obligations of such position.



ALAN W. LEVINE

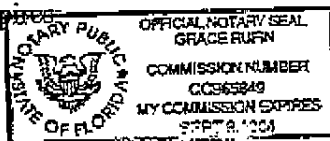
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