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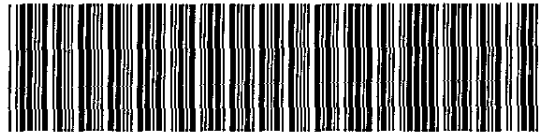
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STATE  
OFFICES  
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 944728 83086A

AUTHORIZATION :

*Patricia Pignatelli*

COST LIMIT : \$ 160.00

ORDER DATE : February 26, 2003

ORDER TIME : 12:08 PM

ORDER NO. : 944728-005

CUSTOMER NO: 83086A

CUSTOMER: Paul Palmer, Esq.  
Palmer Palmer & Mangiero, P.a.

Falls Professional Center  
12790 South Dixie Highway  
Miami, FL 33156

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DOMESTIC FILING

NAME: ATR, LLC

EFFECTIVE DATE:

\_\_\_\_ ARTICLES OF INCORPORATION  
\_\_\_\_ CERTIFICATE OF LIMITED PARTNERSHIP  
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
\_\_\_\_ PLAIN STAMPED COPY  
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 1156

EXAMINER'S INITIALS: \_\_\_\_\_

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ARTICLES OF ORGANIZATION  
OF  
ATR, LLC

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statutes Chapter 608, entitled the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization:

ARTICLE I  
NAME

The name of this Limited Liability Company shall be ATR, LLC.

ARTICLE II  
DURATION

This Limited Liability Company shall exist for not more than thirty (30) years from the filing date of these Articles with the Office of the Secretary of State.

ARTICLE III  
PURPOSE

This Limited Liability Company is being formed for the purpose of engaging in real estate investment and any other business purpose as permitted for a limited liability company under the laws of the State of Florida.

ARTICLE IV  
PLACE OF BUSINESS AND REGISTERED AGENT

The initial principal place of business and the initial mailing address of this Limited Liability Company shall be 13275 S.W 124<sup>th</sup> Street, Miami, Florida 33186; provided that the principal place of business may be changed from time to time and the Limited Liability Company may have such other place or places of business as the members from time to time may determine. The name of the original registered agent of this Limited Liability Company is Ronald W. Loehide whose address is 13275 SW 124 Street, Miami, FL 33186.

ARTICLE V  
CONTRIBUTIONS TO CAPITAL

The initial capital of this Limited Liability Company shall consist of the sum of not less than Sixty Thousand and No/100 Dollars (\$60,000.00) contributed by its members in money or in

property, the fair market value thereof being determined by agreement of all the members. No additional contributions will be required to be made, but may be made, by any member of this Limited Liability Company, upon unanimous approval of the members.

ARTICLE VI  
ADMISSION OF ADDITIONAL MEMBERS  
AND  
TRANSFER OF MEMBERS' INTEREST

No person shall be admitted as an additional member of this Limited Liability Company, without the unanimous approval of the members, which none of them shall be required to give.

A members' interest in this Limited Liability Company shall not be transferred, whether voluntarily or involuntarily, by operation of law, by execution or levy of judgment or lien, by judgment or order of court or by any other means, without the unanimous approval of the remaining members, which they shall not be required to give. Without the unanimous approval of the remaining members, any such putative transfer of a member's interest shall not entitle the transferee to become a member of or to participate in the management of this Limited Liability Company and shall entitle the would-be transferee solely to and as a charge upon (i) the share of income of, and (ii), when, as and if declared unanimously by the remaining members, distributions, by way of profits, return of capital or otherwise, from this Limited Liability Company, in each case with respect to the would-be transferor's share thereof and interest in this Limited Liability Company, but not including any compensation paid to would-be transferor for services rendered to this Limited Liability Company.

ARTICLE VII  
MEMBERS' INTEREST

The name and interest of the members of this Limited Liability Company are:

Ronald W. Loehide	50 %
Diego R. Castro	50 %

ARTICLE VIII  
MEMBERS AND MANAGEMENT OF BUSINESS

The name and address of the members of this Limited Liability Company are:

<u>NAME</u>	<u>ADDRESS</u>
Ronald W. Loehide	9100 Tiffany Drive Miami, FL
Diego R. Castro	9240 S.W 58 Terrace Miami, FL

The business of this Limited Liability Company shall be managed by the members, acting unanimously in a meeting or by written consent without a meeting. The members hereby authorize Paul Palmer, the attorney for the Company, to execute and file the Articles of Organization of this Limited Liability Company.

ARTICLE IX  
WITHDRAWAL, RETIREMENT, DEATH, BANKRUPTCY  
OR EXPULSION

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, this Limited Liability Company shall be dissolved; provided that the members other than deceased, retired, resigned or expelled members, may consent to continue the business of this Limited Liability Company, or by amendment to these Articles of Organization may provide for the continued existence of this Limited Liability Company subsequent to the foregoing events, subject to distribution to the former member, his heirs and successors of assets as provided in dissolution.

ARTICLE X  
AMENDMENTS

These Articles may be amended from time to time by a unanimous written consent of all the members, and the amendment shall be filed, duly signed by all members of this Limited Liability Company, with the Florida Department of State.

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IN WITNESS WHEREOF, the undersigned, being of the initial members have executed these Articles of Organization on this 25 day of February, 2003.

WITNESSES:

Print: OLGA MARTINEZ

Print: Paul Palmer

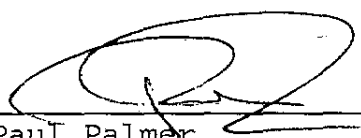
Print: Beth Lynn Ace

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TALLAHASSEE, FLORIDA

Certificate designating place of business or domicile for the service of process within Florida, naming agent upon whom process may be served.


In compliance with §48.091, Florida Statutes, the following is submitted:

That ATR, LLC, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 13275 S.W. 124th Street, Miami, Florida 33186, State of Florida, has named Paul Palmer located at 12790 S. Dixie Highway, Miami, Florida, 33156, as its registered agent to accept service of process within Florida.

  
Paul Palmer  
TITLE: Registered Agent  
DATE: February, 2003

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CLERK OF DISTRICT COURT  
MIAMI, FLORIDA

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
Paul Palmer

Date: February 25, 2003