

AUG-14-2003 09:27  
Division of Corporations

CAMNER, LIPSITZ AND POLLER

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Aug 14 2003

**L0300 0030121**

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From:  
Account Name : CAMNER, LIPSITZ AND POLLER, PROFESSIONAL ASSOCIATION  
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**LIMITED LIABILITY COMPANY**  
**VENERA HOLDINGS, LLC**

Certificate of Status	1
Certified Copy	1
Page Count	01
Estimated Charge	\$160.00

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8-14-03

**ARTICLES OF ORGANIZATION**

**OF**

**VENERA HOLDINGS, LLC,**

**a Florida limited liability company**

1. The name of this limited liability company is VENERA HOLDINGS, LLC (the "Company").
2. The principal place of business and the mailing address of the Company is:

550 Biltmore Way, Suite 700  
Coral Gables, Florida 33134

3. The name and address of the registered agent of the Company is:

Marc Lipsitz, Esq.  
Camner, Lipsitz & Poller, P.A.  
550 Biltmore Way, Suite 700  
Coral Gables, Florida 33134

4. The Company is to be managed by one manager and is, therefore, a manager-managed company.
5. The Company's sole manager shall initially be George H. Scholl.

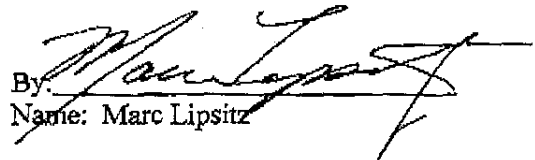
IN WITNESS WHEREOF, the undersigned, an Authorized Representative, has executed these Articles of Organization this 13 day of August, 2003.

By:   
Name: Marc Lipsitz, an Authorized Representative

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**ACKNOWLEDGMENT OF REGISTERED AGENT**

The undersigned, having been named as Registered Agent for VENERA HOLDINGS, LLC, at the place designated in these Articles of Organization, hereby agrees to act in such capacity and to comply with the provisions of law in relation thereto. The undersigned is familiar with the obligations of a Registered Agent under the Florida Limited Liability Company Act.

By:   
Name: Marc Lipsitz

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