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of

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ARTICLES OF ORGANIZATION  
OF  
DUNKIN-MALAKOV, L.L.C.

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I  
NAME

The name of the limited liability company shall be DUNKIN-MALAKOV, L.L.C., ("Company"). The principal place of business and the mailing address of the Company in Florida shall be 421 South Pine Avenue, Ocala, Florida, 34474.

ARTICLE II  
DURATION

The Company shall commence its existence on the date these Articles of Organization are filed with the Florida Department of State. The Company's existence shall be perpetual, unless the Company is earlier dissolved as provided in these articles of organization.

ARTICLE III  
PURPOSES AND POWERS

The general purpose for which the Company is organized is the acquisition, development, lease and/or resale of a parcel of real property located in Ocala, Florida and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE IV  
REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of

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DIVISION OF CORPORATIONS  
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Florida is Daniel Hicks, Esquire, 421 South Pine Avenue, Ocala, Florida 34474.

#### ARTICLE V CAPITAL CONTRIBUTIONS

The members of the Company shall contribute to the capital of the Company the cash or property set forth as follows:

	<u>NAME</u>	<u>CAPITAL CONTRIBUTION/%</u>	<u>No. Of Shares</u>
1.	Roshel Malakov	\$ 30,088.33/50%	50
2.	Stuart Dunkin	\$ 30,088.33/50%	50

#### ARTICLE VI ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company only on the unanimous consent of all the members.

#### ARTICLE VII ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and upon such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

#### ARTICLE VIII TERMINATION OF EXISTENCE

The Company shall be dissolved upon the death, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member of the Company, unless the business of the Company is continued by the consent of a majority in interest of the remaining member or members.

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# ARTICLE IX MANAGEMENT

The Company shall be managed by a manager or managers in accordance with regulations adopted by the members for the management of the business and affairs of the Company. The regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The names and addresses of the managers of the Company are:

A MANAGER MANAGED COMPANY

## NAME

## ADDRESS

Roshel Malakov

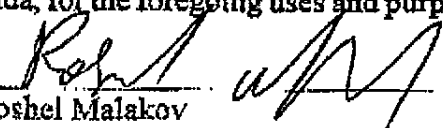
55 West 47<sup>th</sup> Street, Booth #39  
New York, New York 10036

Stuart Dunkin

11601 South Cleveland Avenue, Suite 1  
Fort Myers, Florida 33907

Manager Roshel Malakov is hereby designated as the manager for the Company to consummate that purchase contract for the acquisition of Lot 8, Block E and the S ½ of the adjacent alley of SUNSET ADDITION as per Plat Book C, Page 51 of the Public Records of Marion County, Florida, from Dalma B. Edwards Counts (Seller), including but not limited to the execution of the purchase money promissory note and mortgage pursuant to the CONTRACT FOR PURCHASE AND SALE and Stuart Dunkin dated on or about October 14, 1999.

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at Ocala, Florida, for the foregoing uses and purposes this \_\_\_\_ day of January, 2000.

  
Roshel Malakov

STATE OF New York  
COUNTY OF New York

Before me personally appeared Roshel Malakov, to me well known and known to me to be the persons described in and who executed the foregoing Articles of Organization and acknowledged to and before me that they executed said instrument for the purposes therein expressed, and that they are personally known to me.

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Sent By: Daniel Hicks, P.A.;

352 351 8054;

Jan-12-00 14:46;

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Sent By: Daniel Hicks, P.A.;

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Jan-4-00 17:03;

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DIVISION OF CORPORATIONS  
00 JAN 12 PM 14:00

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WITNESS my hand and official seal this 7 day of January, 2000

DAVID KAPLAN  
Notary Public, State of New York  
No. 01-KA4832954  
Qualified in Bronx County  
Commission Expires Dec. 31, 2001

Notary Public

My Commission Expires:

SHDL

Stuart Dunkin

STATE OF New York  
COUNTY OF New York

Before me personally appeared Stuart Dunkin, to me well known and known to me to be the persons described in and who executed the foregoing Articles of Organization and acknowledged to and before me that they executed said instrument for the purposes therein expressed, and that they are personally known to me.

WITNESS my hand and official seal this 7 day of January, 2000.

Notary Public

My Commission Expires:

DAVID KAPLAN  
Notary Public, State of New York  
No. 01-KA4832954  
Qualified in Bronx County  
Commission Expires Dec. 31, 2001

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Sent By: Daniel Hicks, P.A.;

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Jan-12-00 14:46;

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Sent By: Daniel Hicks, P.A.;

352 351 8054;

Jan-4-00 17:04;

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### ACCEPTANCE OF REGISTERED AGENT

I, the undersigned person, having been named as registered agent and to accept services of process for the above -stated limited liability company at the place designated in this statement, 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 proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

  
Daniel Hicks, Esquire

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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 SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name and address of the limited liability company is Dunkin-Malakov, L.L.C., 421 South Pine Avenue, Ocala, Florida 34474.
2. The name and address of the registered agent and office is: Daniel Hicks, Esquire, 421 South Pine Avenue, Ocala, Florida, 34474.

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 proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
Daniel Hicks, EsquireDate: 1/12/2009FILED  
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DIVISION OF CORPORATIONS  
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Stuart Dunkin

STATE OF NEW YORK  
COUNTY OF NEW YORK

Before me personally appeared Stuart Dunkin, to me well known and known to me to be the persons described in and who executed the foregoing Articles of Organization and acknowledged to and before me that they executed said instrument for the purposes therein expressed, and that they are personally known to me.

WITNESS my hand and official seal this 7 day of January, 2000.

  
Notary Public

My Commission Expires:

DAVID KAPLAN  
Notary Public, State of New York  
No. 01-KA4832854  
Qualified in Bronx County  
Commission Expires Dec. 31, 2001

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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