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Florida Department of State
Division of Corporations
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Katherine Harris, Secretary of State

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To:

Division of Corporations
Fax Number : (850)922-4003

From:

Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305) 672-0686
Fax Number : (305) 672-9110

EFFECTIVE DATE
2-7-00

LIMITED LIABILITY COMPANY

Ultra 2000, LLC

Certificate of Status	1
Certified Copy	0
Page Count	04
Estimated Charge	\$130.00

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ARTICLES OF ORGANIZATION

Article I. Name

The name of this Florida limited liability company is:
Ultra 2000, LLC

Article II. Address

The Company's street and mailing address is:
Ultra 2000, LLC
1390 Ocean Drive, Suite 501
Miami Beach FL 33139

EFFECTIVE DATE
2-7-00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 FEB - 8 PM 1:00

Article III. Registered Agent

The name and street address of the Company's registered agent is:
Bruce Braxton
1390 Ocean Drive, Suite 501
Miami Beach FL 33139

Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139
(305) 672-0686

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Article V. Management

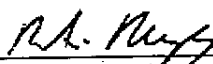
This will be a member-managed company. The name of each member is:

Alex Omes
Michael Tuck
Bruce Braxton

Article VI. Company Existence

The Company's existence shall begin effective as of February 7, 2000.

The undersigned authorized representative of a member executed these Articles of Organization on February 8, 2000.


CORPORATE CREATIONS INTERNATIONAL INC.
Roger A. Reyes Vice President

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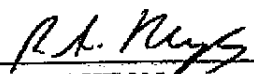
STATEMENT OF REGISTERED AGENT

LIMITED LIABILITY COMPANY:
Ultra 2000, LLC

REGISTERED AGENT/OFFICE:
Bruce Braxton
1390 Ocean Drive, Suite 501
Miami Beach FL 33139

STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
00 FEB - 8 PM 1:00

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



BRUCE BRAXTON
by R.A. Reyes as attorney-in-fact

Date: February 8, 2000

Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139
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