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Division of Corporations

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Account Name : KATZ, BARRON, SQUITERO, FAUST & BERMAN, P.A.  
Account Number : 072627002473  
Phone : (305)856-2444  
Fax Number : (305)285-9227

**LIMITED LIABILITY COMPANY**

**PAD HOLDINGS, LLC**

Certificate of Status	0
Certified Copy	1
Page Count	02
Estimated Charge	\$155.00

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**ARTICLES OF ORGANIZATION  
OF  
PAD HOLDINGS, LLC**

The undersigned, desiring to form a limited liability company (hereinafter the "Company") under and pursuant to Florida Statute 608 entitled the Florida Limited Liability Company Act (the "Act"), does hereby adopt the following Articles of Organization for the Company:

**ARTICLE I  
NAME**

The name of the Company is **PAD HOLDINGS, LLC.**

**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 period of the Company's duration shall be perpetual, unless the Company is dissolved earlier pursuant to the provisions of the Regulations or the Act.

**ARTICLE III  
ADDRESS**

The mailing and street address of the principal office of the Company is **3990 El Prado Boulevard, Coconut Grove, Florida 33133.**

**ARTICLE IV  
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Company is **c/o 2699 South Bayshore Drive, Seventh Floor, Miami, Fl 33133**, and the name of the initial registered agent of the Company at that address is **CORPCO, INC..**

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This instrument prepared by:

William D. Rohrer, Esq.

Fla. Bar No. 978965

**KATZ, BARRON, SQUITERO & FAUST**

2699 South Bayshore Drive, 7th floor

Miami, Florida 33133

(305)856-2444

00 APR 11 PM 1:00  
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**ARTICLE V**  
**MANAGEMENT OF COMPANY**

Management of the Company shall be vested in a manager and is, therefore, a manager-managed company.

IN WITNESS WHEREOF, the undersigned member has hereunto set her hand and seal this 5<sup>th</sup> day of April, 2000.

MEMBER:



Deborah A. Porter

**ACCEPTANCE OF REGISTERED AGENT**

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in the Articles of Organization, we hereby accept this appointment as registered agent and agree to act in this capacity. We further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and we are familiar with and accept the obligations of this position as registered agent.

IN WITNESS WHEREOF, as said registered agent, we have caused this Statement to be signed on this \_\_\_\_ day of April, 2000.

CORPCO, INC.

By: 

Name: Howard L. Friedberg

Title: Vice President

00 APR 11 PM 1:00

STATE OF NEW YORK  
COUNTY OF ALBANY  
JULY 11 2000

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