L000000005452

The Venture Capital & Asset Management Group, LLC

209 N Seacrest Blvd
Boynton Beach, FL 33435

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-05/08/00--01144--008
****160.00 ****160.00

May 2, 2000

RE: The Venture Capital & Asset Management Group, LLC
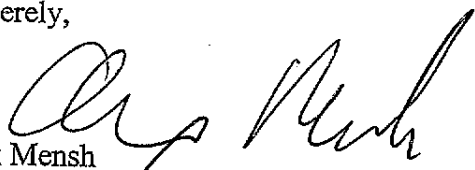
EFFECTIVE DATE
5\5\00

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Organization for Florida Limited Liability Company for the above named entity, together with a check in the amount of $160.00.

This represents the cost of the Filing Fees ($100.), the fee for Registered Agent Designation for the above named entity ($25.), Certified Copy of the Articles of Organization for Florida Limited Liability Company ($30.), and a Certificate of Status ($5.).

We appreciate your cooperation in this matter. If we can provide any additional information or be of any further assistance, please do not hesitate to contact us.

Sincerely,

Alex Mensh
Member, The Venture Capital & Asset Management Group, LLC

Enclosures

Name Availability	
Document Examiner	L.
Updater	
Updater Verifyer	
Acknowledgement	DCC
W. P. Verifyer	DCC

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I – NAME

EFFECTIVE DATE
5|5|00

The name of the Limited Liability Company is:

The Venture Capital & Asset Management Group, LLC

Article II – Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

209 N Seacrest Blvd
Boynton Beach, FL 33435

ARTICLE III – DURATION

The period of duration for the Limited Liability Company shall be perpetual.

SECRETARY OF STATE
TALLAHASSEE FLORIDA
00 MAY -8 AM 11: 20
FILED

Article IV – Registered Agent, Registered Office & Registered Agent's Signature

The name and the Florida street address of the registered agent are:

Michael J. McGoey
209 N Seacrest Blvd
Boynton Beach, FL 33435

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.

Michael J. McGoey

Article IV – Management:

The Limited Liability Company is to be managed by the members and is a manager-managed company and the names and addresses of the managing members are:

Mario Turcotte
10398 East Tara Blvd
Boynton Beach, FL 33437

Alexander B. Mensh
1318 Island Shores Drive
West Palm Beach, FL 33413

Colonial Family LP
1060 Skees Road
West Palm Beach, FL 33411

Sheldon Mickelson
1060 Skees Road
West Palm Beach, FL 33411

ARTICLE V – ADMISSION OF ADDITIONAL MEMBERS:

The right of the members to admit additional members and the terms and conditions of the admissions shall be:

A majority of existing members must approve admission with votes being cast weighted by percentage of ownership, i.e. one percent owned, 1 vote five percent ownership has five votes.
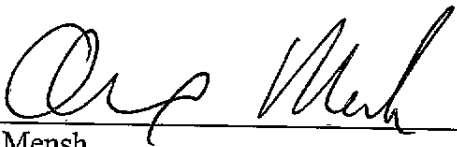
ARTICLE VI – MEMBERS RIGHTS TO CONTINUE BUSINESS:

The right of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be:

A majority of existing members must approve continuation with votes being cast weighted by percentage of ownership, i.e. one percent owned, 1 vote five percent ownership has five votes.

ARTICLE VI – EFFECTIVE DATE

These Articles of Incorporation shall be effective the 5th day of May 2000.

_____
Alex Mensh

Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), *Florida Statutes*, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)