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LAW OFFICE
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AVENTURA, FL 33180
(305) 935-3131 FAX: (305) 935-3385

May 9, 2000

Department of State
Division of Corporations
P.O. 6327
Tallahassee, FL 32314
409 E. Gaines St.
Tallahassee, FL 32399

100003248471--8
-05/11/00--01072--001
*****30.00 *****30.00

100003248471--8
-05/11/00--01072--002
*****125.00 *****125.00

RE: Incorporation of Blue Heron, L.L.C.

Dear Sir:

Enclosed please find the original Articles of Incorporation and one copy along with our check in the amount of \$125.00 in payment of the filing fee for this incorporation and a certified copy of the Articles for return to me.

Thank you, for your attention to this matter.

If you have any questions, please feel free to contact me, collect, at (305) 935-3131.

Very truly yours,

Angela Kirk, Esq.

Enclosure: Original Articles of Incorporation
Check \$125.00
Copy
Check \$30.00

FILED
00 MAY 11 PM 10:58
SECRETARY OF STATE
TALLAHASSEE, FL 32304

mt
5/16

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following articles shall serve as the Charter and authority for the conduct of the business of the limited liability company.

ARTICLE I

The name of the Limited Liability Company shall be Blue Heron, L.L.C., and its principle place of office shall be located at 2326 N. 37th Ave., in the City of Hollywood, County of Broward, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II

In addition to the powers authorized by laws of the State of Florida for limited liability companies, the general nature of the business to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes, including credit repair.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any such contracts.
5. To exercise all or any of the limited liability company powers, and to carry

out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as an agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance to it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of the limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any other of the purposes or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers set forth in these Articles, either alone or in association with others incidental or others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or interference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of this limited liability company by unanimous vote of the members of the limited liability company.

**ARTICLE V
MEMBERSHIP RESTRICTIONS**

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of time of admission to the limited liability company.

A members interest, in the limited liability company may not be sold or otherwise transferred except with unanimous consent of all members.

On the death, retirement, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

**ARTICLE VI
CAPITAL CONTRIBUTIONS**

Capital contributions in the amount of \$500.00 cash shall be paid to the limited liability company. Additional contributions will be made as required by the members.

**ARTICLE VII
PROFITS AND LOSSES**

The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits.

**ARTICLE VIII
REGISTERED AGENT NAME AND ADDRESS**

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

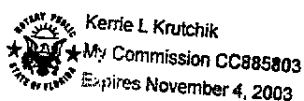
Sondra Sicherman
2326 N. 37th Ave.
Hollywood, FL 33021

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 as provided for in Chapter 608, F.S..

Sondra Sicherman
Sondra Sicherman, Registered Agent

The foregoing instrument was acknowledged before me this 8 day MAY, 2000, by Sondra Sicherman, agent on behalf of Blue Heron, L.L.C.. She is personally known to me or has produced _____ as identification.



Kerrie L. Krutchik
NOTARY PUBLIC, STATE OF FLORIDA

ARTICLE IX MANAGEMENT

Management of this limited liability company is reserved to its members whose names and addresses are as follows: Elaine Silver, 2326 N. 37th Ave., Hollywood, FL and Sondra Sicherman, 2326 N. 37th Ave., Hollywood, FL.

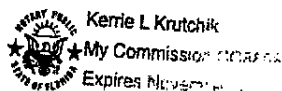
In compliance with Florida Statute 608.407(2), the undersigned members or authorized representative of a member of Blue Heron, L.L.C., deposes and says:

1. The Limited Liability Company identified above has a least two members.
2. The total amount of cash contributed by the members is \$500.00.

Elaine Silver
ELAINE SILVER

Sondra Sicherman
SONDRA SICHERMAN

The foregoing instrument was acknowledged before me this 8 day MAY, 2000, by Elaine Silver and Sondra Sicherman, members, on behalf of Blue Heron, L.L.C., a limited liability company. They are personally known to me or have produced _____ as identification.



Kerrie L. Krutchik
NOTARY PUBLIC, STATE OF FLORIDA

