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ACCOUNT NO. : 072100000032

REFERENCE : 706792 134758A

AUTHORIZATION :

*Patricia Pigute*

COST LIMIT : \$ 155.00

ORDER DATE : May 23, 2000

ORDER TIME : 10:33 AM

ORDER NO. : 706792-005

CUSTOMER NO: 134758A

CUSTOMER: Theodore J. Klein, Esq  
THEODORE J. KLEIN, ESQ  
THEODORE J. KLEIN, ESQ  
88 N.e. 168th Street

N. Miami Beach, FL 33162

DOMESTIC FILING

NAME: MORGAN OF FLORIDA L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Darlene Ward

EXAMINER'S INITIALS:

RECEIVED  
00 MAY 23 AM 11:34  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED  
00 MAY 23 AM 11:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*W/S/23*

*31*

**Articles of Organization  
of  
Morgan of Florida L.L.C.**

**THE UNDERSIGNED**, being the authorized representative of all of the Members of Morgan of Florida L.L.C., a Florida limited liability company formed hereunder, does hereby subscribe to, acknowledge and file the following Articles of Organization for the purpose of creating a limited liability company under the laws of the State of Florida.

**FIRST:** The name of this Company shall be:

Morgan of Florida L.L.C.

**SECOND:** The term of existence of this Company shall commence upon the filing of these Articles of Organization with the Florida Department of State, and this Company shall exist perpetually thereafter unless sooner dissolved according to these Articles of Organization or by law.

**THIRD:** This Company may engage in any activity or business permitted under the laws of the State of Florida.

**FOURTH:** The initial mailing address and principal place of business of this Company shall be 2875 N.E. 191 Street, Penthouse 1, Aventura, Florida 33180 with the privilege of having its offices and branch offices at other places within or without the State of Florida.

**FIFTH:** The name of the initial registered agent of this Company in the State of Florida is Theodore J. Klein, Esq. whose address is 88 N.E. 168 Street, North Miami Beach, Florida 33161.

**SIXTH:** The Company shall be managed by one or more managers appointed by its members. The names and addresses of the initial manager who shall continue to serve until replaced by the members is set forth below as follows:

Jack Azout  
2875 N.E. 191 Street  
Penthouse 1  
Aventura, Fl 33180

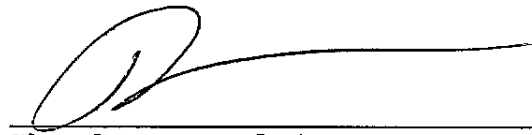
**SEVENTH:** No member shall have the right to demand the return of his or its contribution to capital except as provided in the Company's Operating Agreement then in existence.

**EIGHTH:** Members may adopt, alter, amend or repeal any provision of these Articles of Organization upon the affirmative vote of all of the members.

**IN WITNESS WHEREOF**, the undersigned has executed these Articles of Organization in his representative capacity as the duly

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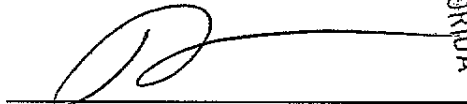
appointed representative of all of the members of this Company on this 22nd day of May, 2000. In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under penalties of perjury that the facts stated herein are true.



Theodore J. Klein,  
Member Representative

**CERTIFICATE DESIGNATING PLACE AND NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED**

In compliance with Section 608.415, Florida Statutes, it is submitted that Morgan of Florida L.L.C., desiring to organize under the laws of the State of Florida as a limited liability company, has named Theodore J. Klein, Esq., whose address is 88 N.W. 26th Street, North Miami Beach, Florida 33162, as its agent to accept service of process within Florida (registered agent).



Theodore J. Klein,  
Member Representative

**ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT**

Having been named as registered agent and to accept service of process for the above stated Florida limited liability company, at the place designated in the Articles of Organization and in the certificate, I hereby agree, on this 22nd day of May, 2000, to accept the appointment as registered agent and to act in this capacity. I further agree to comply with the provision of all statutes relating to the proper performance of my duties, and I am familiar with and accept the obligations of my duties as registered agent.



Theodore J. Klein, Esq.,  
Registered Agent

llc.morgan --