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Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 922-4003

From:
Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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LIMITED LIABILITY COMPANY

RUNNING BROOK LLC

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$155.00

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TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY
COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

RUNNING BROOK LLC

ARTICLE II - Address:

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

520 Brickell Key Drive
Suite O-305
Miami, Florida 33131

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be:

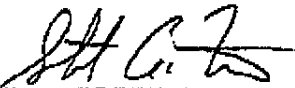
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ARTICLE IV - Management

The Limited Liability Company is to be managed by a
managers and the name and address of such manager who
is to serve as manager is:

Nadezda Gaysina
520 Brickell Key Drive
Suite O-305
Miami, Florida 33131

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Signature of a member or 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.)

Instrument Prepared By:
STEPHEN A. FREEMAN, ESQ.
FREEMAN, BUTTERMAN, HABER & ROJAS, LLP
520 Brickell Key Dr., O-305
Miami, Florida 33131
Fla. Bar No. 146795

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ARTICLE V - Admission of Additional Members:

The members will have the right to admit additional members.

ARTICLE VI - Members Rights to Continue Business:

The remaining members of the limited liability company will have the right 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.

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

RUNNING BROOK LLC
2. The name and address of the registered agent and office is:

Stephen A. Freeman
520 Brickell Key Drive, O-305
Miami, Florida 33131

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.



(SIGNATURE)

9/12/2000
(DATE)

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