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

From: Account Name : EMPIRE CORPORATE KIT COMPANY  
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LIMITED LIABILITY COMPANY  
ATLANTIC REAL ESTATE DEVELOPMENT, LLC

RECEIVED  
00 OCT -9 AM 8:20  
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Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$155.00

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ARTICLES OF ORGANIZATION FOR  
ATLANTIC REAL ESTATE DEVELOPMENT, L.L.C.

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WE, the undersigned, for the purpose of forming a limited liability company for profit pursuant to the Florida Limited Liability Company Act, Chapter 608 of the Florida Statutes, do hereby make, subscribe, acknowledge and file the following Articles of Organization:

ARTICLE 1.  
NAME

The name of the Limited Liability Company is: ATLANTIC REAL ESTATE DEVELOPMENT, L.L.C.

ARTICLE 2.  
ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is: 1150B East Hallandale Beach Boulevard, Hallandale, Florida 33309.

ARTICLE 3.  
REGISTERED AGENT, REGISTERED OFFICE,  
AND REGISTERED AGENT'S SIGNATURE

The name and the Florida street address of the Registered Agent for service of process are:

Norman Leopold, Esquire  
20801 Biscayne Boulevard  
Suite 501  
Aventura, Florida 33180

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ARTICLE 4.  
PURPOSE

This limited liability company shall have the authority to engage in any activity or business permitted under the laws of the United States and of the law of the State of Florida, and the law of any other jurisdiction wherein it may conduct business. This limited liability company may conduct business within or without the State of Florida anywhere in the world that it may so select.

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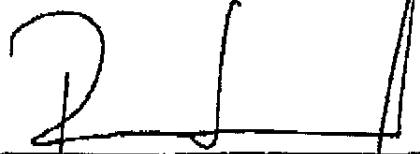
ARTICLE 5.  
VOTING

Votes of the members shall be in proportion to their contributions to the capital of the limited liability company as adjusted from time to time, to properly reflect any additional contributions or withdrawals of capital by the members.


ARTICLE 6.  
MANAGEMENT

(Check applicable box)

- The Limited Liability company is to be managed by one or more managers and is, therefore, a manager-managed company.
- The Limited Liability company is to be managed by its members and is, therefore, a member-managed company.

  
 \_\_\_\_\_  
 ROBERT S. LECHTER, Manager/Member

*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.*

  
 \_\_\_\_\_  
 Norman Leopold  
 (Signature of Registered Agent)

*In accordance with §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.*

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