Florida Department of State

Division of Corporations Public Access System Katherine Harris, Secretary of State

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Division of Corporations

Fax Number : (850) 922-4003

From:

Account Name : EMPIRE CORPORATE KIT COMPANY

Account Number: 072450003255 Phone : (305)541-3694 Fax Number : (305)541-3770

LIMITED LIABILITY COMPANY

JDE FUND, LLC

Certificate of Status	0
Certified Copy	1
Page Count	03
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FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

November 28, 2000

EMPIRE CORPORATE KIT COMPANY

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<u>ARTICLES OF ORGANIZATION</u> <u>OF</u> JDE FUND, LLC

The undersigned, an authorized natural person, for the purpose of forming a limited liability company, under the provisions and subject to the requirements of the State of Florida (specifically Chapter 608 of the Florida Statutes, as amended, and referred to as the "Florida Limited Liability Company Act"), hereby certifies that:

ARTICLE

NAME

The name of the limited liability company (the "Company") is: JDE Fund, LLC.

ARTICLE II

REGISTERED OFFICE AND REGISTERED AGENT

The address of the registered office and the name and the address of the registered agent of the Company required to be maintained by Section 608.415 of the Florida Limited Liability Company Act are:

Registered Office: 7100 W. Camino Real, #302, Boca Raton, FL 33433

Registered Agent: John Derek Elwin, 7100 W. Camino Real, #302, Boca

Raton, FL 33433

ARTICLE III

NATURE OF BUSINESS

The purpose for which the Company is organized is to carry on any lawful business. purpose, or activity for which a limited liability company may be organized under the taws of the State of Florida.

ARTICLE IV

COMPANY MANAGEMENT

The Company is to be a manager-managed company. The manager of the Company is John Derek Elwin.

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ARTICLE V

AMENDMENT OF ARTICLES OF ORGANIZATION

The Company reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Organization in the manner now or hereafter prescribed by statute, and all rights conferred upon the members herein are subject to this reservation.

ARTICLE VI

PRINCIPAL OFFICE

The mailing address and street address of the principal office are: 7100 W. Camino Real, #302, Boca Raton, FL 33433

IN WITNESS WHEREOF, the undersigned, pursuant to the Florida Statutes, as a member, has executed these Articles for the use and purposes therein stated.

Executed on November 2, 2000.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated limited liability company, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of the Act relative to keeping open said office.

JOHN DEREK ERWIN

REGISTERED AGENT

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