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LEWIS R. COHEN, P.A.
Attorneys At Law
Mellon United National Bank Building
1399 S. W. First Avenue
Miami, Florida 33130

Lewis R. Cohen, Esq.
Carla A. Jones

Writer's Direct Tel. 305-371-8177
Writer's Direct Fax 305-358-0638

December 18, 2000

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

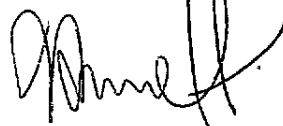
To whom it may concern:

Enclosed please find Articles of Organization for Florida Limited Liability Company to be filed with your division, and a check payable to The Secretary of State in the amount of \$125.00 to cover the filing fee. Please see to it that the acknowledgment of this filing gets sent back to my office at the above stated address.

If you have any further questions regarding this matter please feel free to contact me at my direct line at (305)376-2426. I thank you in advance for your assistance.

Very truly yours,

LEWIS R. COHEN, P.A.



ANNEL SANCHEZ,
Legal Assistant

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Encl.

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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:

F Associates, LLC

ARTICLE II - Address:

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

560 N.W. 165th Street Road
Miami, Florida 33169

ARTICLE III - Duration:

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

Perpetual

ARTICLE IV - Management:

(Check the appropriate box and complete the statement)

- ☒ The Limited Liability Company is to be managed by a manager or managers and the name(s) and address(es) of such manager(s) who is/are to serve as manager(s) is/are:

Fanny Fraynd
560 N.W. 165th Street Road
Miami, Florida 33169

ARTICLE V - Registered Agent:

The initial Registered Agent of the Limited Liability Company shall be:

Lewis R. Cohen, Esq.
1399 S.W. 1st Avenue
Suite 302
Miami, Florida 33130

ARTICLE VI - Admission of Additional Members:

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be:

Two of the members in mutual agreement.

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ARTICLE VII - Members Rights to Continue Business:

The right, if given, of the remaining members of the limited liability company 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 shall be:

Two of the members in mutual agreement.


Signature of a member or an 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.)

Fanny Fraynd
Typed or printed name of signer

Filing Fee: \$250.00 for Articles and Affidavit

**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 TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: F Associates, LLC

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

Fanny Fraynd

NAME

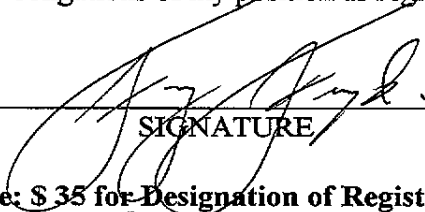
560 N.W. 16th Street Road

Street address (P. O. Box NOT ACCEPTABLE)

Miami, Florida 33169

CITY, STATE AND ZIP

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

Filing Fee: \$ 35 for Designation of Registered Agent

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