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

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Account Name : EMPIRE CORPORATE KIT COMPANY
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LIMITED LIABILITY COMPANY

NITE LINE, L.L.C.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$155.00

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ARTICLES OF ORGANIZATION OF NITE LINE, L.L.C.

ARTICLE I

Name

The name of the limited liability company (COMPANY) is NITE LINE, L.L.C.

ARTICLE II

Address

The mailing address of the Company's principal office is 7210 N.W. 8th Street, Bay 3, Miami, FL 33126.

ARTICLE III

Duration

The period of duration for the Company is perpetual, beginning on the date these Articles of Organization are filed by the Florida Department of State.

ARTICLE IV

Registered Agent and Office

The name of the Company's initial Registered Agent is Simon Chevlin. The address of the Registered Agent is 2851 N.E. 183rd St., Aventura, FL 33160.

ARTICLE V

Management

The Company is to be managed by the Members. Each Managing Member is identified as follows:

Sala Benichou
258 McCloud Drive
Fort Lee, New Jersey 07024

Simon Chevlin
2851 N.E. 183rd St.
Aventura, Florida 33160

ARTICLE VI

Admission of New Members

Members of the Company have the right to admit new Members only on the unanimous written consent of the existing Members, and the existing Members shall determine the amount and the nature of contributions by new Members at the time the new Members are admitted.

ARTICLE VII

Continuation of Business

The remaining Members of the Company have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member in the Company as provided in the Nite Line, L.L.C. regulations.

Prepared By: Sanford Z. Chevlin, Esq.
1008 W. Hallandale Beach Blvd.
Hallandale, FL 33029 (954) 458-6318
Florida Bar 407437

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ARTICLE VIII

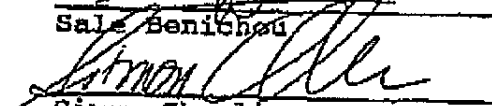
The power to adopt, alter, amend, or repeal, the regulations of the Company is vested entirely in its Members.

IN WITNESS WHEREOF, we have executed these Articles of Organization the day and year set out adjacent to our signatures.



Sale Benichou

3/6/01
Date



Simon Chevlin

3/1/01
Date

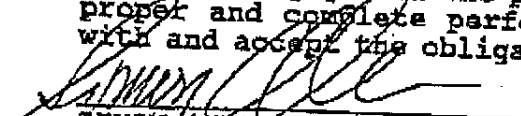
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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 608.415 or 608.527, Florida Statutes, the undersigned Limited Liability Company submits the following statement designating the registered agent/registered office, in the State of Florida:

- (1) The name of the Limited Liability Company is Nite Line, L.L.C.
- (2) The name and address of the registered agent and office is: Simon Chevlin. The address of the Registered Agent is 2851 N.E. 183rd St., Aventura, FL 33160.

Having been named as registered agent and to accept service of process for the above-named 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.


 SIMON CHEVLIN

3/1/01
 Date

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