

SAENZ, ROBLEDO, SAX & COMPANY, P.A.
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PLANTATION, FLORIDA 33322
TELEPHONE: 954 370-2727
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March 21, 2001

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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****155.00 ****155.00

SUBJECT: BLACK RIVER SYSTEMS, L.L.C.

Enclosed are an original and one (1) copy of the Articles of Organization and a check for:

\$125.00
Filing Fee

\$155.00
Filing Fee &
Certified Copy

Make check payable to: Secretary of State

FROM: Saenz, Robledo, Sax & Company, P.A.
8180 N.W. 36 Street, #100
Miami, FL 33166
305-477-6969

FILED
01 MAR 28 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION
OF

BLACK RIVER SYSTEMS, L.L.C.

TO: THE HONORABLE SECRETARY OF THE STATE OF FLORIDA:

The undersigned do hereby make, subscribe, acknowledge and file the following articles for the purpose of becoming a Limited Liability Company under the laws of the State of Florida.

ARTICLE I

The name, principal office street address and mailing address of the Limited Liability Company shall be:

Black River Systems, L.L.C.
% John White
7225 NW 25 Street, #214
Miami, FL 33122

ARTICLE II

The general nature of the business to be transacted by the Limited Liability Company shall be as follows:

To conduct the business of buying, selling, and managing real property and to perform all acts as may be necessary to accomplish the foregoing purpose of the company.

To carry on such business at one or more locations in this State for other states and foreign countries; to enter into, make, perform and carryout contracts of every kind and for any lawful purpose with any person, firm association or corporation.

To issue bonds, debentures or obligations of the company from time to time for any of the objects and purposes of the company, and to secure the same by mortgage, pledge, deed of trust or otherwise.

To buy, sell issue, lease, manufacture and generally trade in all kinds of goods, wares and merchandise at wholesale and retail: to purchase and acquire, sell lease, deal and trade in real property of every class and description whether as principal on its own account or as agent, factor or broker for others.

To purchase or otherwise deal in all kinds of property of whatsoever nature, whether real, personal or mixed, or any interest or rights therein without limits as to amounts; to buy, sell, assign.

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TALLAHASSEE, FLORIDA

Convey and cancel liens upon personal property and real estate of every kind and nature whatsoever; to act as broker or agent for the purchase, sale, leasing and management of real estate and the negotiating of loans; to draw, accept, endorse discount and deliver bills of exchange, promissory notes, bonds, debentures and other negotiable instruments of whatsoever nature, and to secure the same by mortgage on its property or otherwise.

To do all such things as are incidental or conducive to the premises, and to do all and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any of the objects herein enumerated or incidental to the powers herein made or which shall at any time appear conducive or expedient for the protection or benefit of the Limited Liability Company.

No recitation or declaration if special powers or purposes herein enumerated shall be deemed to be exclusive, but all powers now, or which may be conferred upon Limited Liability Companies under the laws of the State of Florida, are hereby included and prayed for.

In general, to carry on any other incidental business in connection with the foregoing and to have and exercise all the powers conferred by the laws of Florida upon companies of this character.

ARTICLE III

Initial Capital Contributions in the amount of \$1,000.00 shall be paid or delivered to the Limited Liability Company by the members. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members.

ARTICLE IV

All of the Limited Liability Company's powers shall be exercised by or under the authority of, and the business and affairs of this company shall be managed under the direction of, the members of this company. This article may be amended from time to time in the regulations of the company by a unanimous vote of the members.

ARTICLE V

Management of the limited liability company shall be reserved to its members, whose names and addresses are attached hereto as "Member List".

ARTICLE VI

This Limited Liability Company shall exist until December 31, 2019, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

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ARTICLE VII

The effective date of the limited liability company will be:

April 1, 2001

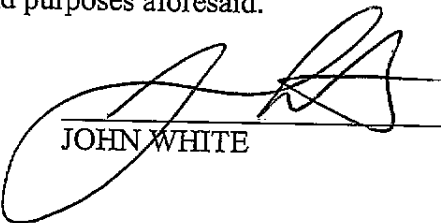
ARTICLE VIII

Members shall have the right to admit new members by unanimous consent. Contributions of the new members shall be determined at the time of admission to the Limited Liability Company.

A member's interest in the Limited Liability Company may not be sold or otherwise transferred except with the unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership in the Limited Liability Company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

IN WITNESS WHEREOF, the undersigned have made and subscribed these Articles of Organization for the uses and purposes aforesaid.


JOHN WHITE

01 MAR 23 PM 5:00
SECRETARY OF STATE
CLERK OF COURT

FILED

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE OF

Pursuant to the provisions of sections 608.415 or 608.507, Florida Statutes, the undersigned, Anthony Robledo, does hereby certify that he is the Registered Agent for L.L.C., a Florida Limited Liability Company, and he hereby agrees to accept said appointment and act as the registered agent, with his registered office at:

8180 NW 36 Street, Suite 100
Miami, FL 33166


Anthony Robledo
Registered Agent

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01 MAR 28 PM 5:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MEMBERSHIP LIST
Of
Black River Systems, L.L.C.

John White
9401 SW 106 Avenue
Miami, FL 33176

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TALLAHASSEE, FLORIDA