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LIMITED LIABILITY COMPANY

ROSS MATZ INVESTMENTS II, LLC

Certificate of Status	0
Certified Copy	1
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**ARTICLES OF ORGANIZATION  
OF  
ROSS MATZ INVESTMENTS II, LLC**

These Articles of Organization are made for the purpose of organizing a Florida Limited Liability Company under the Florida Limited Liability Act, Chapter 608, Florida Statutes.

**ARTICLE I  
NAME**

The name of this limited liability company is Ross Matz Investments II, LLC (the "Company").

**ARTICLE II  
ADDRESS**

The Company's mailing address and street address of the principal office of the Company is 3325 South University Drive, Suite 210, Davie, FL 33328.

**ARTICLE III  
DURATION**

The period of duration for the Company will be perpetual.

**ARTICLE IV  
REGISTERED AGENT AND OFFICE**

The name of the initial registered agent of the Company is Barry Ross, and his address is 3325 South University Drive, Suite 210, Davie, FL 33328.

**ARTICLE V  
MANAGEMENT**

The Company will be managed initially by the following persons who will serve as managers until the first annual meeting of the members or until their successors are elected and qualified: Barry Ross, with his address at 3325 South University Drive, Suite 210, Davie, FL 33328, and William D. Matz, with his address at 3325 South University Drive, Suite 210, Davie, FL 33328. Thereafter, the Company will be managed by at least one manager who will be elected annually as provided in the operating agreement of the Company.

ADAM J. REISS, ESQ. FLA BAR #0182702  
Atlas Pearlman, P.A.  
350 East Las Olas Boulevard, Suite 1700  
Fort Lauderdale, Florida 33301  
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**ARTICLE VI  
ADMISSION OF ADDITIONAL MEMBERS**

Additional members of the Company may be admitted with the unanimous consent of the members, or as otherwise provided in the operating agreement of the Company from time to time.

**ARTICLE VII  
MEMBERS RIGHTS TO CONTINUE BUSINESS**

If a member of the Company dies, retires, resigns, is expelled, is dissolved, experiences bankruptcy, or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the remaining members may continue the business of the Company in the manner provided in the operating agreement of the Company.

**ARTICLE VIII  
OPERATING AGREEMENT**

The members may adopt, alter, amend, or repeal the operating agreement of the Company containing provisions for the regulation and management of the affairs of the Company.

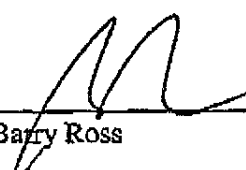
**ARTICLE IX  
DATE OF EXISTENCE OF THE COMPANY**

The existence of the Company will commence on the date of filing the Articles of Organization by the Florida Department of State.

The undersigned executed these Articles of Organization on this 9 day of April, 2001.

Authorized Representative of the Members:

(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.)

  
\_\_\_\_\_  
Barry Ross

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TALLAHASSEE, FLORIDA

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**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  

Ross Matz Investments II, LLC
2. The name and the Florida address of the registered agent are:  

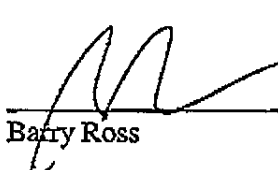
Barry Ross  
3325 South University Drive  
Suite 210  
Davis, FL 33328

SECTION 608.415, FLA. STAT.  
TALLAHASSEE, FLORIDA

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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.

  
\_\_\_\_\_  
Barry Ross

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