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Florida Department of State  
Division of Corporations  
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To:  
Division of Corporations  
Fax Number : (850) 205-0383

EFFECTIVE DATE

5-14-01

From:  
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.  
Account Number : 110432003053  
Phone : (305) 672-0586  
Fax Number : (305) 672-9110

## LIMITED LIABILITY COMPANY

Venture Capital Holdings LLC

Certificate of Status	1
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## ARTICLES OF ORGANIZATION

### Article I. Name

The name of this Florida limited liability company is:  
Venture Capital Holdings LLC

### Article II. Address

The Company's street and mailing address is:  
Venture Capital Holdings LLC  
7400 N. Federal Highway  
Suite B-21  
Boca Raton FL 33487

### Article III. Registered Agent

The name and street address of the Company's registered agent is:  
Corporate Creations Network Inc.  
941 Fourth Street #200  
Miami Beach FL 33139 UNITED STATES

### Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Corporate Creations International Inc.  
941 Fourth Street #200  
Miami Beach FL 33139  
(305) 672-0686

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Article V. Management

This will be a member-managed company. The name and address of each member is:

DARREN CLEVELAND  
7400 N. Federal Highway Suite B-21 Boca Raton FL 33487  
MICHAEL KORDICH  
7400 N. Federal Highway Suite B-21 Boca Raton FL 33487

Article VI. Company Existence

The Company's existence shall begin effective as of May 14, 2001.

The undersigned authorized representative of a member executed these Articles of Organization on May 15, 2001.

  
CORPORATE CREATIONS INTERNATIONAL INC.  
Randy A. Fernandez Vice President

Corporate Creations International Inc.  
941 Fourth Street #200  
Miami Beach FL 33139  
(305) 872-0686

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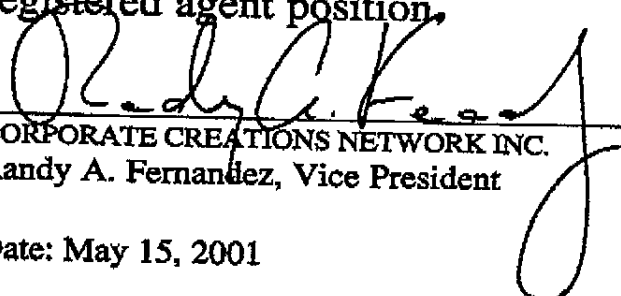
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## STATEMENT OF REGISTERED AGENT

LIMITED LIABILITY COMPANY:  
Venture Capital Holdings LLC

REGISTERED AGENT/OFFICE:  
Corporate Creations Network Inc.  
941 Fourth Street #200  
Miami Beach FL 33139 UNITED STATES

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

  
CORPORATE CREATIONS NETWORK INC.  
Randy A. Fernandez, Vice President

Date: May 15, 2001

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