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Law Offices

Irving Shimoff

Bank of America Tower  
100 Southeast 2<sup>nd</sup> Street  
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Miami, Florida 33131  
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May 17, 2001

Via Federal Express

Florida Secretary of State  
409 E. Gaines Street  
Tallahassee, FL 32399  
Attn: Division of Corporations

400004270954-9  
-05/18/01-01063-004  
\*\*\*\*155.00 \*\*\*\*155.00

Re: PRIMUS PROPERTIES, L.C.

Gentlemen:

Enclosed herewith please find my Trust Account check in the sum of \$155.00 to cover the filing fee for the above limited liability company.

Would you please be good enough to forward to me a copy of the filed Articles of Organization in the enclosed self addressed, stamped envelope.

Sincerely,

  
IRVING SHIMOFF, ESQ.

Enclosure

FILED  
01 MAY 18 PM 8:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ymtn  
5/22

**ARTICLES OF ORGANIZATION**  
**OF**  
**PRISMA PROPERTIES, L.C.**

The undersigned, for the purpose of forming a Limited Liability Company under Florida Statutes, hereby adopts the following Articles of Organization.

**ARTICLE I - Name**

The name of the Limited Liability Company is Prisma Properties, L.C. (the "Company").

**ARTICLE II - Address**

The street address of the initial principal office and mailing address of the Company is c/o Irving Shimoff, Esq., Bank of America Tower, 100 Southeast 2<sup>nd</sup> Street, Suite 3920, Miami, Florida 33131.

**ARTICLE III - Duration**

The period of duration for the Limited Liability Company shall be perpetual.

**ARTICLE IV - Management**

The Limited Liability Company is to be managed by a manager and the name and address of the manager is:

Irving Shimoff  
100 S.E. 2<sup>nd</sup> Street  
Suite 3920  
Miami, FL 33131

**ARTICLE V - Members Rights to Continue Business**

The remaining members of the Company shall have the right 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 Company.

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TALLAHASSEE, FLORIDA

**ARTICLE VI - Commencement**

The existence of the Company shall commence upon the filing of these Articles of Organization with the Secretary of State of the State of Florida.

**IN WITNESS WHEREOF**, the undersigned, a member of the Company, has executed these Articles of Organization this 17 day of May, 2001.

  
\_\_\_\_\_  
IRVING SHIMOFF

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATION OF DESIGNATION OF REGISTERED**  
**AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF Section 608.415 or 608.507, Florida Statute, the undersigned limited liability company submits the following statement in designating the Registered Office/Registered Agent in the State of Florida.

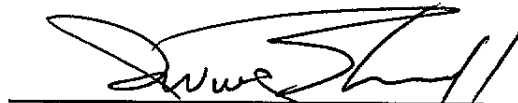
1. The name of the limited liability company is:

PRISMA PROPERTIES, L.C.

2. The name and address of the Registered Agent and Office is:

Irving Shimoff, Esq.  
Bank of America Tower  
100 Southeast 2<sup>nd</sup> Street  
Suite 3920  
Miami, Florida 33131.

Having been named as Registered Agent and to accept service of process for the above stated limited liability company at the place stated 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.

  
IRVING SHIMOFF

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Dated: May 17, 2001