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To:  
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Fax Number : (850)205-0383

From:  
Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
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AL1

LIMITED LIABILITY COMPANY

SYSTEMS & ACCESSORIES, LLC

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TALLAHASSEE, FLORIDA

01 MAY 25 PM 1:13

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ARTICLES OF ORGANIZATION  
OF  
SYSTEMS & ACCESSORIES, LLC

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In consideration of the mutual covenants contained in these Articles of Organization, the undersigned members do hereby form a limited liability company pursuant to Chapter 608 of the Florida Statutes:

ARTICLE I

The name of the limited liability company shall be SYSTEMS & ACCESSORIES, LLC

ARTICLE II

This limited liability company shall commence existence on the date of execution and acknowledgment of these Articles, and shall exist perpetually or until dissolved by the members as set forth in Article X.

ARTICLE III

The mailing and the street address of the principal office of this limited liability company is 2902 N.W. 72nd Avenue, Miami, FL 33122.

ARTICLE IV

The name and street address of the initial registered agent of this limited liability company in the State of Florida shall be Stuart M. Gold, 8180 N.W. 36th St., Suite 100, Miami, FL 33166.

ARTICLE V

The members shall have the right to admit additional members to this limited liability company upon the unanimous vote of the existing members, subject to such terms and conditions as the existing members may determine by unanimous vote.

This Instrument Prepared By:  
Stuart M. Gold, Esq.  
8180 N.W. 36 Street, Suite 100  
Miami, FL 33166  
Telephone (305) 591-1040  
Florida Bar #265421

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#### ARTICLE VI

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 limited liability company, the limited liability company shall be dissolved unless the remaining members agree to continue the business of the limited liability company by majority vote.

#### ARTICLE VII

The management of the limited liability company is reserved to the members who shall vote in proportion to their profit and loss sharing ratios. The names and addresses of the members are as set forth in the signature section of these Articles. Additionally, this limited liability company is authorized to appoint officers, including a President, Vice-President(s), Treasurer, Secretary, Managing Member(s) and Assistants thereto. If this limited liability company appoints officers, they shall perform such duties and exercise such powers as is commonly conferred on such positions. In connection therewith, they are hereby authorized to execute instruments and documents providing for the acquisition, mortgage or disposition of property of this limited liability company.

#### ARTICLE VIII

This limited liability company may engage in any activity or business permitted under the laws of the United States or the State of Florida. This limited liability company may adopt regulations, consistent with these articles of organization, which provide for the management and regulation of the affairs of the company and which set forth the relationships of the members.

#### ARTICLE IX

The title to all limited liability company property shall be held in the name of the limited liability company. All property (i) originally contributed to this limited liability company, (ii) subsequently acquired by the company by purchase or otherwise or (iii) acquired with funds of the company shall be property of this limited liability company. Instruments and documents providing for the acquisition, mortgage or disposition of property of this limited liability company shall be valid and binding upon the company if they are executed by either any member of the company or such other person or persons as may be authorized in these articles of organization or the regulations to execute such documents on behalf of the company.

#### ARTICLE X

The limited liability company shall be dissolved on the happening of any of the following events:

- (1) Termination of the term specified in Article II.

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(2) The death, retirement, resignation, expulsion, bankruptcy or dissolution of any member or the occurrence of any other event which terminates the continued membership of a member unless the business is continued as provided for in Article VI.

(3) The unanimous agreement of the members.

ARTICLE XI

These Articles, except with respect to vested rights of the members, may be amended at any time by a vote of a majority of the profit and loss sharing ratios of the members and such amendment shall be filed with the Department of State.

IN WITNESS WHEREOF, the undersigned members have executed these Articles of Organization, affirming under the penalties of perjury that the facts stated therein are true, this 24 day of May, 2001.

MEMBERS

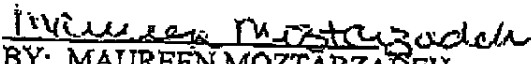
ADDRESSES

T.C.B. GROUP, INC

  
BY: NADER MOZTARZADEH,  
President

2902 N.W. 72nd Avenue  
Miami, FL 33122

COMPUTER ACCESSORIES GROUP, INC.

  
BY: MAUREEN MOZTARZADEH,  
President

2944 N.W. 72nd Avenue  
Miami, FL 33122

  
MARIA LAURA HAND

8287 S.W. 128th Street  
Pine Crest, FL 33156

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**ACCEPTANCE BY REGISTERED AGENT**

Having been named as Registered Agent and to accept service of process for the above stated limited liability company at the place designated the articles of organization, 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 as provided for in Chapter 608, F.S..

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Stuart M. Gold, Registered Agent

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