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To:

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From:

Account Name : CAPITAL CONNECTION, INC.
Account Number : T20000000257
Phone : (850) 224-8870
Fax Number : (850) 222-1222

L-13637

LIMITED LIABILITY COMPANY
THE CITADEL ONE, L.L.C.

Certificate of Status	0
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THE CITADEL ONE, L.L.C.**ARTICLES OF ORGANIZATION**

The undersigned being a duly authorized representative and Member and acting as the organizer of a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

ARTICLE I**NAME**

The name of the Limited Liability Company shall be THE CITADEL ONE, L.L.C. (the "Company").

ARTICLE II**DURATION**

The period of the Company's duration shall commence on the date of filing these Articles of Organization and shall exist perpetually, unless terminated: (1) in accordance with the Company's Regulations; (2) by the unanimous written agreement of all Members; (3) by the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member; or (4) upon the occurrence of any other event which terminates the continued membership of a Member. Upon any such termination, however, the existence and business of the Company may be continued with the consent of all remaining Members of the Company, or by amendment of these Articles of Organization providing for the continued existence of the Company.

ARTICLE III**PURPOSE**

The Company is being formed to engage in any activity or business permitted under the laws of the United States and the State of Florida.

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ARTICLE IV**ADDRESS OF PRINCIPAL OFFICE**

The mailing address and the street address of the principal office of the Company shall be:

The Citadel One, L.L.C.
6870 SW 45 Lane, #4
Miami, Fl. 33155

ARTICLE V**REGISTERED AGENT**

The name and street address for the initial Registered Agent of the Company in the State of Florida is:

Raul E. Salas, Esq.
Salas, Ede, Peterson & Lage, L.L.C.
6333 Sunset Drive
South Miami, Florida 33143

A written statement as prescribed by the Florida Department pursuant to Section 608.407(1)(d), Florida Statutes, is attached to these Articles of Organization.

ARTICLE VI**ADDITIONAL MEMBERS**

Additional Members may be admitted upon the approval of all of the Members of the Company.

ARTICLE VII**MANAGEMENT**

The business of the Company shall be conducted, carried on, and managed by fewer than one (1) Manager, who shall be elected annually by the Members of the Company in the manner set forth in the Company's Regulations. The Manager shall have the right and responsibilities accorded him under the Company's Regulations. The name and address of the initial Manager is as follows:

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SECRETARY OF STATE

Joaquin Rionda
6870 SW 45 Lane, #4
Maimi, Fl. 33155

The Manager shall serve in such capacity until his successor(s) is (are) duly elected, or otherwise appointed, and qualified.

ARTICLE VIII

AMENDMENT OF REGULATIONS

The power to adopt, alter, amend, or repeal the Regulations of the Company shall be solely and exclusively vested in the Members of the Company.

In WITNESS WHEREOF, the undersigned, as Authorized Representative, has executed these Articles of Organization on this 17 day of May, 2001.

The Citadel One, L.L.C.

By: 

Raul E. Salas

as Authorized Representative

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CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR
THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, or other more applicable statute, the following is submitted on behalf of The Citadel One, L.L.C. (the "Company"):

The Company, desiring to organize under the laws of the State of Florida with its initial office, as indicated in the Articles of Organization, at 6870 SW 45 Lane, #4, Miami, Fl. 33155 has named Raul E. Salas, Esq., Salas, Ede, Peterson & Lage, L.L.C., 6333 Sunset Drive, South Miami, Florida 33143, as its agent to accept service of process in this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the limited liability company named above, at the place designated in this certificate, I agree to act in that capacity, to comply with the provisions of the Florida Limited Liability Company Act, and I am familiar with, and accept, the obligations of that position.

Dated this 17th day of May, 2001.

SALAS, EDE, PETERSON &
LAGE, L.L.C.
6333 Sunset Drive
South Miami, Florida 33143
Telephone: (305) 663-0000

By: 

Raul E. Salas, Esq.

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