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September 13, 2001

Via Fed Ex

Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

Re: **407 Holdings, LLC**
Our File No. 440/21347

Gentlemen:

Enclosed is this firm's check in the amount of \$160.00 together with the original and a copy of the Articles of Organization of 407 Holdings, LLC. Please accept the Articles for filing and return a certified copy of same to the undersigned. Thank you for your prompt attention to this matter.

Very truly yours,

Denise Doran

Denise Doran
Secretary to Robert E. Murdoch

/dd
Enclosures

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TALLAHASSEE, FLORIDA

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**Articles of Organization
of
407 Holdings, LLC**

The undersigned, hereby forms a limited liability company under the Florida Limited Liability Company Act and adopts as the Articles of Organization of such limited liability company the following:

**Article I
Name**

The name of this limited liability company is:

407 Holdings, LLC

**Article II
Period of Duration**

The period of duration of this limited liability company shall be perpetual from the date of filing these Articles with the Department of State of Florida, unless sooner dissolved as provided by statute.

**Article III
Address**

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

**407 Southeast 9th Street
Fort Lauderdale, Florida 33316**

**Article IV
Registered Office and Agent**

The name and street address of the registered agent of the company in the State of Florida is:

**Robert E. Murdoch
Johnson, Anselmo, Murdoch, Burke & George, P.A.
790 East Broward Boulevard, Suite 400
Fort Lauderdale, Florida 33301**

**Article V
Admission of New Members**

No additional members shall be admitted to the company except with the written consent of the member(s) owning a majority of the membership interests of the company and on such terms and conditions as shall be determined by such members. A member may

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TALLAHASSEE, FLORIDA

transfer his or her interest in the company only as permitted and set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless the member(s) owning a majority of the membership interests in the company approve of the proposed transfer.

Article VI
Termination of Existence

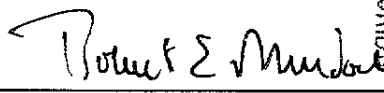
The company shall not be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, and the business of the company shall be continued.

Article VII
Management

The company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The name and address of the managing member of the company is:

André Dreyfuss
407 Southeast 9th Street
Fort Lauderdale, Florida 33316

In Witness Whereof, the undersigned, as the authorized representative of André Dreyfuss, the initial member of the Company, has made and subscribed these articles of organization at Fort Lauderdale, Florida, on this 13th day of September, 2001.



Robert E. Murdoch

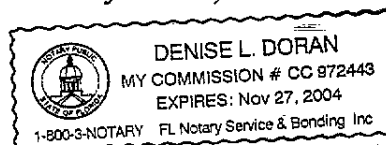
STATE OF FLORIDA)
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 13th day of September, 2001, by **Robert E. Murdoch**, who is personally known to me or has produced _____ as identification.

My Commission Expires:
My Commission Number Is:

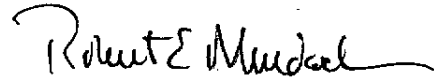


Notary Public, State of Florida (Seal)



Acceptance of Registered Agent

The undersigned, being the person named in the articles of organization of **407 Holdings, LLC**, as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designed in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accept the obligations of the position of registered agent.



Robert E. Murdoch, Registered Agent

Dated: September 13, 2001

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