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October 25, 2001

Florida Department of State
 Registration Section
 Division of Corporations
 PO Box 6327
 Tallahassee, FL 32314

Re: Royal Palms Management Group LLC

Enclosed please find the following:

1. Original and two (2) copies of the proposed Articles of Organization.
2. Check in the amount of \$155.00 payable to the Florida Department of State for the following fees: \$100 filing fee; \$25 Designation of R/A; \$30 cert. Copy

Once the Articles have been filed please return the certified copy to:

Cheri S. Hill
 Sage International, Inc.
 1135 Terminal Way #209
 Reno NV 89502

Thank you for your assistance. Please call me if you have any questions.

Sincerely,

Cheri S. Hill
 Senior Vice President

FILED
 01 OCT 30 PM 5:00
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

101-18892

**ARTICLES OF ORGANIZATION
FOR
FLORIDA LIMITED LIABILITY COMPANY**

ARTICLE I: The name of the Limited Liability Company is: **Royal Palms Management Group LLC**

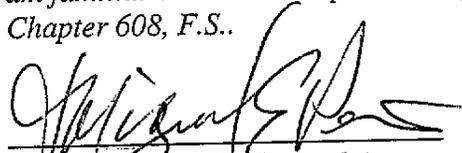
ARTICLE II: The mailing address and street address of the principal office of the Limited Liability Company is: 2557 Young Ave., Bronx NY 10469.

ARTICLE III: The name and the Florida street address of the registered agent are:

Miguel E. Pena
10228 Old Memorial Hwy.
Tampa, FL 33615

FILED
01 OCT 30 PM 5:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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


Miguel E. Pena, Registered Agent

ARTICLE IV: The remaining members have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, dissolution of a member or occurrence of any other event which terminates the continued membership of a member in the company:

ARTICLE V: The Company shall be managed by the members.

In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.


Cheri S. Hill, Organizer

Dated: October 25, 2001