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To:

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Account Name : EMPIRE CORPORATE KIT COMPANY
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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LIMITED LIABILITY COMPANY

CENTRAL AMERICAN MANAGEMENT, L.L.C.

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TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION
FOR FLORIDA LIMITED LIABILITY COMPANY
OF
CENTRAL AMERICAN MANAGEMENT, L.L.C.

The undersigned files these Articles of Incorporation in order to form a Limited Liability Company under the laws of the State of Florida.

ARTICLE I-NAME

The name of this Limited Liability Company is: **CENTRAL AMERICAN MANAGEMENT, L.L.C.**

ARTICLE II-ADDRESS

The mailing address of the principal office of the Limited Liability Company is:

**C/O FRANK J. SEGREDO, ESQUIRE
901 PONCE DE LEON BLVD., SUITE 601
CORAL GABLES, FLORIDA 33134**

ARTICLE III-REGISTERED AGENT

The name and address of the registered agent is:

**FRANK J. SEGREDO, ESQUIRE
901 PONCE DE LEON BLVD., SUITE 601
CORAL GABLES, FLORIDA 33134**

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.



Frank J. Segredo, Esquire

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ARTICLE IV-MANAGEMENT

This Limited Liability Company shall have two (2) managers and is therefore, a manager-managed company. The name and street address of the initial managers who shall hold office for the first year of the company, or until their successors are elected or appointed are:

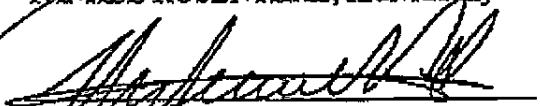
YANKEL ROSENTHAL
C/O FRANK J. SEGRED, ESQUIRE
901 PONCE DE LEON BLVD., SUITE 601
CORAL GABLES, FLORIDA 33134

VICTOR BENDECK
C/O FRANK J. SEGRED, ESQUIRE
901 PONCE DE LEON BLVD., SUITE 601
CORAL GABLES, FLORIDA 33134

Said managers shall operate the company on a day to day basis, and are granted all powers under Chapter 608, Florida Statutes (1991), as amended.

IN WITNESS WHEREOF, the undersigned, **YANKEL ROSENTHAL**, Individually and **VICTOR BENDECK**, individually, do hereby execute and file these Articles, declares and certifies that the facts herein stated are true this 28th day of September, 2001.


YANKEL ROSENTHAL, Individually


VICTOR BENDECK, Individually

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