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Florida Department of State
 Division of Corporations
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To: Division of Corporations
 Fax Number : (850) 205-0383

From: Account Name : EMPIRE CORPORATE KIT COMPANY
 Account Number : 072450003255
 Phone : (305) 634-3694
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LIMITED LIABILITY COMPANY**SCHONFELD & SONS, L.L.C.**

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$155.00

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ARTICLES OF ORGANIZATION

OF

SCHONFELD & SONS, L.L.C.
A Limited Liability Company

ARTICLE I - NAME

The name of the limited liability company ("Company") is: SCHONFELD & SONS, L.L.C.

ARTICLE II - ADDRESS

The mailing and street address of the Company's principal office is: 18305 Biscayne Boulevard, Suite 304, Aventura, Florida 33180.

ARTICLE III - DURATION

The Limited Liability Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall be perpetual unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE IV - PURPOSE

This Limited Liability Company is organized for the purpose of transacting any or all lawful business for which a limited liability company may be organized pursuant to Chapter 608, Florida Statutes, as amended from time to time.

ARTICLE V - MANAGEMENT

The Limited Liability Company is to be managed by a manager or managers and the name and address of such manager, to serve until a successor or successors are elected and qualified is: David Schonfeld and Lizbeth Schonfeld, 18305 Biscayne Boulevard, Aventura, Florida 33180.

ARTICLE VI - ADMISSION OF ADDITIONAL MEMBERS

Members of the Company have the right to admit new members. Additional members may be admitted only on the unanimous written consent of the existing members, and the existing members shall determine the amount and nature of contributions by new members at the time the new members are admitted.

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ARTICLE VII - MEMBERS RIGHTS TO CONTINUE BUSINESS

The remaining members of the Company shall have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member in accordance with the Operating Agreement.

Lizbeth Schonfeld

Signature of a member or an authorized representative of a member

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

Lizbeth Schonfeld

Typed or printed name of signee

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

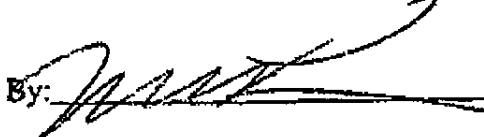
1. The name of the limited liability company is: SCHONFELD & SONS, L.L.C.
2. The name and the Florida street address of the registered agent is:

DADE COUNTY CORPORATE AGENTS, INC. ✓
Suite 505
20801 Biscayne Boulevard
Aventura, Florida 33180

629170

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.

DADE COUNTY CORPORATE AGENTS, INC.

By:  Signature

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