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From:

Account Name : EMPIRE CORPORATE KIT COMPANY
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LIMITED LIABILITY COMPANY

SPECTACULAR AVS, LLC

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ARTICLES OF ORGANIZATION

OF

SPARKTACULAR AVS, LLC
A FLORIDA LIMITED LIABILITY COMPANY

The undersigned, acting as organizer and as a Member or authorized representative of a Member of SPARKTACULAR AVS, LLC under Section 608.407 of the Florida Limited Liability Company Act, hereby adopts the following Articles of Organization.

ARTICLE I -- NAME

The name of this limited liability company (the "Company") shall be SPARKTACULAR AVS, LLC.

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the Company shall be 4101 Ravenswood Road, Suite 126, Dania Beach, Florida 33312.

ARTICLE III -- INITIAL REGISTERED OFFICE AND AGENT

The street address of the Company's registered office shall be c/o Newman & Pollock, LLP, 2600 N. Military Trail, Suite 270, Boca Raton, Florida 33431, and the registered agent for the Company at that address shall be Kenneth S. Pollock.

ARTICLE IV -- DURATION

Except as provided in the Company's Operating Agreement and Regulations (the "Operating Agreement"), the duration of the Company shall be perpetual.

ARTICLE V -- PURPOSE AND POWERS

This Company is organized with a general business purpose, has all powers provided by law and may use those powers to engage in any activities or business permitted under the laws of the United States, the State of Florida or otherwise.

ARTICLE VI -- ORGANIZER

The name and street address of the organizer to these Articles of Organization are: Kenneth S. Pollock, 2600 N. Military Trail, Suite 270, Boca Raton, Florida 33431.

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ARTICLE VII -- MANAGEMENT

The Company shall be managed by the managers (the "Managers") as further provided in the Operating Agreement. The name and address of the Managers who is to serve as the Managers of the Company until the first annual meeting of the Members or until their successors is/are elected and qualified is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Ofer Derby	4101 Ravenswood Road, Suite 126, Dania Beach, Florida 33312
Steve Freedman	4101 Ravenswood Road, Suite 126, Dania Beach, Florida 33312
Zeev Weissman	4101 Ravenswood Road, Suite 126, Dania Beach, Florida 33312

ARTICLE VIII --ADMISSION OF NEW MEMBERS

The Company may admit new Members upon the approval of the Managers, provided the proposed Members assent to the terms of, and execute, the Operating Agreement. A Member may transfer his or her membership units (each, a "Unit") only in accordance with the terms and subject to the conditions contained in the Operating Agreement.

ARTICLE IX -- DISSOLUTION

Pursuant to Florida Statutes section 608.441(c), the Company's business shall continue as provided in the Operating Agreement notwithstanding the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or upon the occurrence of any other event that terminates the continued membership of a Member in the Company.

ARTICLE X -- LIMITATION ON AGENCY AUTHORITY TO MEMBERS

Except as specifically authorized by the Manager, no member of the Company (a "Member") is an agent of the Company or has the authority to make any contracts, enter into any transactions, or otherwise make any commitments on behalf of the Company.

ARTICLE XI - AMENDMENT OF ARTICLES OF ORGANIZATION AND OPERATING AGREEMENT

Except as otherwise provided in the Operating Agreement, the Articles of Organization and the Operating Agreement may only be amended by both (a) a vote of the members who own at least a majority of the outstanding Units, and (b) unanimous written approval of the Managers.

ARTICLE XII -- RELATIONSHIP OF ARTICLES OF ORGANIZATION TO OPERATING AGREEMENT

If any provisions of these Articles of Organization differ or otherwise conflict with any provision of the Operating Agreement, then, to the extent allowed by applicable law, the Operating Agreement shall govern.

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IN WITNESS WHEREOF, the undersigned organizer has executed these Articles of Organization at Boca Raton, Florida, on this 21st day of December, 2001.

ORGANIZER:

By: Kenneth S. Pollock
Name: Kenneth S. Pollock

STATE OF FLORIDA)
) ss.:
COUNTY OF PALM BEACH)

Acknowledged, sworn to and subscribed before me this 21st day of December, 2001, by Kenneth S. Pollock who is personally known to me or who has produced _____ as identification.

[Signature]

Signature, Notary Public

Printed Name: _____
My Commission Expires: _____

[SEAL]



Carol Truel
Commission # CC 998246
Expires March 18, 2005
Bonded Through
Atlantic Bonding Co., Inc.

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**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/OFFICE
 OF
 SPARKTACULAR AVS, LLC**

PURSUANT TO THE PROVISIONS OF SECTIONS 608.407 AND 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED AGENT/REGISTERED OFFICE, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is SPARKTACULAR AVS, LLC.
2. The name and address of the registered agent and office is Kenneth S. Pollock c/o Newman & Pollock, LLP, 2600 N. Military Trail, Suite 270, Boca Raton, Florida 33431.

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.

NEWMAN & POLLOCK, LLP

By: Kenneth S. Pollock

Print name: KENNETH S. POLLOCK

Title: Partner

STATE OF FLORIDA)

COUNTY OF PALM BEACH)

ss.:

I HEREBY CERTIFY that on this day, before me an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared Kenneth S. Pollock, of NEWMAN & POLLOCK, LLP, to me personally known to be the person described in and who executed, acknowledged and subscribed the foregoing instrument before me, who produced his _____ as identification.

WITNESS my hand and official seal in the County and State last aforesaid this 27th of December, 2001.

[Signature]
 Signature, Notary Public

Printed Name: _____

My Commission Expires: _____

[SEAL]



Carol Truel
 Commission # CC 998846
 Expires March 18, 2003
 Bonded Thru
 Atlanta Bonding Co., Inc.

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