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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
Fax Number : (305) 633-9696

LIMITED LIABILITY COMPANY**ORELL FAMILY L.L.C.**

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ARTICLES OF ORGANIZATION
OF
ORELL FAMILY L.L.C.

ARTICLE I.
NAME

The name of the Company is: ORELL FAMILY, L.L.C.

ARTICLE II.
PRINCIPAL OFFICE

The principal office of the Company (or the mailing address) will be: 6617 N.W. 112 Avenue, Parkland, Florida 33076.

ARTICLE III.
DURATION

The Company shall exist in perpetuity.

ARTICLE IV.
REGISTERED AGENT

The name and address of the initial registered agent are:

LAWRENCE ORELL
6617 N.W. 112 Avenue
Parkland, Florida 33076.

ARTICLE V.
MEMBERSHIP

MARK ORELL
LAWRENCE ORELL

Additional members may be admitted to the Company upon the vote of the members who own the majority of membership interests, and on such terms and conditions as determined by the Operating Agreement.

ARTICLE VI.
MANAGEMENT

The management of the Company shall be reserved to its members. The initial manager shall be LAWRENCE ORELL.

The Company may continue in business with the remaining members upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company.

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ARTICLE VII.
FORMATION

The limited liability Company is being formed by MARK ORELL AND LAWRENCE ORELL.

ARTICLE VIII.
INDEMNIFICATION

The Company shall indemnify any member or manager to the full extent permitted by law.

ARTICLE IX.
COMMENCEMENT OF EXISTENCE

The Company shall be deemed to have commenced its existence on the date of the filing of these Articles of Organization with the State of Florida.

ARTICLE X.
AMENDMENTS

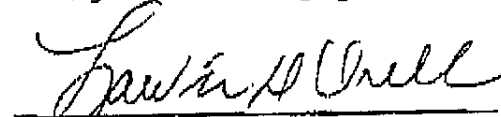
Amendments may be made to these Articles by the unanimous approval of all members.

Amendments may be made to the Operating Agreement by the majority vote of the membership interests.


LAWRENCE ORELL

REGISTERED AGENT ACCEPTANCE

Having been named as registered agent and to accept service of process for the ORELL FAMILY, L.L.C., pursuant to the provisions of Section 608.415, Florida Statutes, 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.


LAWRENCE ORELL
Registered Agent
Date: 1-4-02

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