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

From:
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305) 672-0686
Fax Number : (305) 672-9110

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AL

LIMITED LIABILITY COMPANY

RE Acquisitions Boca LLC

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ARTICLES OF ORGANIZATION

Article I. Name

The name of this Florida limited liability company is:
RE Acquisitions Boca LLC

Article II. Address

The Company's street and mailing address is:
RE Acquisitions Boca LLC
601 Brickell Key Drive
Suite 802
Miami FL 33131

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Article III. Registered Agent

The name and street address of the Company's registered agent is:

Gerardo A. Vazquez, Esquire
601 Brickell Key Drive
Suite 802
Miami FL 33131

Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Gerardo A. Vazquez, Esquire | FL Bar Member
Vazquez & Hess, P.A.
601 Brickell Key Drive
Suite 802
Miami FL 33131
305-371-8064

Article V. Management

This will be a member-managed company. The name and address of each member is:

GEORGE H. SCHOLL
601 Brickell Key Drive Suite 802 Miami FL 33131
ROBERT L. DENBERG
601 Brickell Key Drive Suite 802 Miami FL 33131

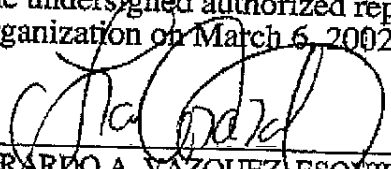
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Article VI. Company Existence

The Company's existence shall begin effective as of March 6, 2002.

The undersigned authorized representative of a member executed these Articles of Organization on March 6, 2002.



GERARDO A. VAZQUEZ, ESQUIRE
by F.E. Cammarata as attorney-in-fact

Gerardo A. Vazquez, Esquire | FL Bar Member
Vazquez & Hess, P.A.
601 Brickell Key Drive
Suite 802
Miami FL 33131
305-371-8064

STATEMENT OF REGISTERED AGENT

LIMITED LIABILITY COMPANY:

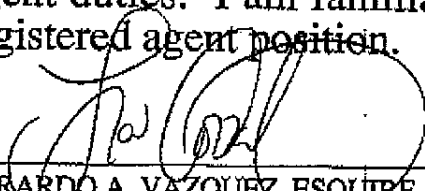
RE Acquisitions Boca LLC

REGISTERED AGENT/OFFICE:

Gerardo A. Vazquez, Esquire
601 Brickell Key Drive
Suite 802
Miami FL 33131

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I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


GERARDO A. VAZQUEZ, ESQUIRE
by F.E. Cammarata as attorney-in-fact

Date: March 6, 2002

Gerardo A. Vazquez, Esquire | FL Bar Member
Vazquez & Hess, P.A.
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Suite 802
Miami FL 33131
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