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

LIMITED LIABILITY COMPANY

PhatCity LLC

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ARTICLES OF ORGANIZATION

Article I. Name

The name of this Florida limited liability company is:
PhatCity LLC

Article II. Address

The Company's street and mailing address is:

PhatCity LLC
223 Park Avenue
Palm Beach FL 33480

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Article III. Registered Agent

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

Corporate Creations Network Inc.
941 Fourth Street #200
Miami Beach FL 33139 UNITED STATES

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.

Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139
(305) 672-0686

STATEMENT OF REGISTERED AGENT

LIMITED LIABILITY COMPANY:

PhatCity LLC

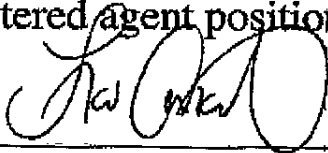
REGISTERED AGENT/OFFICE:

Corporate Creations Network Inc.
941 Fourth Street #200
Miami Beach FL 33139
UNITED STATES

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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.



CORPORATE CREATIONS NETWORK INC.
Franco E. Cammarata, Vice President

Date: March 25, 2002

Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139
(305) 672-0686

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Article V. Management

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

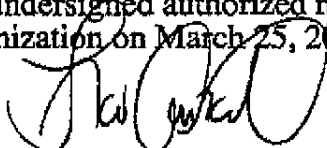
EUGENE A. FUSZ
223 Park Avenue Palm Beach FL 33480

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Article VI. Company Existence

The Company's existence shall begin effective as of March 25, 2002.

The undersigned authorized representative of a member executed these Articles of Organization on March 25, 2002.



CORPORATE CREATIONS INTERNATIONAL INC.
Franco E. Cammarata Vice President

Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139
(305) 672-0686

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