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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

29 west dixie llc

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TALLAHASSEE, FL 32399-0202
DIVISION OF CORPORATION
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4-8-02

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**ARTICLES OF ORGANIZATION
OF
29 WEST DIXIE LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, hereby make, acknowledge, and file the following Articles of Organization.

**ARTICLE I
NAME**

The name of the limited liability company shall be 29 WEST DIXIE LLC ("Company"). The principal place of business and the mailing address of the Company in Florida shall be 80 N. E. 168th Street, North Miami Beach, Florida 33162.

**ARTICLE II
DURATION**

The Company shall commence its existence on the date these Articles of Organization are filed with the Florida Department of State. The Company shall have perpetual existence, unless the Company is dissolved as provided in these Articles of Organization.

**ARTICLE III
PURPOSE AND POWERS**

The general purpose for which the Company is organized is engage in the sale optical goods and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

**ARTICLE IV
REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent of the Company in the State of Florida is ELI HADAD, 80 N. E. 168th Street, North Miami Beach, FL 33162.

**ARTICLE V
CAPITAL CONTRIBUTIONS**

The members of the Company shall contribute to the capital of the Company the cash or property set forth as follows:

<u>NAME</u>	<u>CAPITAL CONTRIBUTION</u>
ELI HADAD	\$500.00

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TALLAHASSEE, FLORIDA

**ARTICLE VI
ADDITIONAL CAPITAL CONTRIBUTIONS**

Each member shall make additional capital contributions to the Company at such times and in such amounts as may be provided in the regulations adopted by the members or, in lieu thereof, only upon the unanimous consent of all the members.

**ARTICLE VII
ADMISSION OF NEW MEMBERS (TRANSFERABILITY OF INTERESTS)**

No additional members shall be admitted to the Company except with the unanimous written consent of all members of the Company and upon such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

**ARTICLE VIII
TERMINATION OF EXISTENCE (CONTINUITY OF LIFE)**

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member of the Company, unless the business of the Company is continued by consent of a majority in interest of the remaining members, provided there are at least two (2) remaining members, or upon a vote of majority of the membership.

**ARTICLE IX
MANAGEMENT (MANAGEMENT BY MEMBERS)**

The Company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The names and addresses of the members of the Company are:

<u>NAME</u>	<u>ADDRESS</u>
ELI HADAD	80 N. E. 168th Street North Miami Beach, FL 33162

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IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at _____, Florida for the forgoing uses and purposes this 5 day of ~~March~~ ^{APRIL}, 2002.

~~ELI HADAD~~

STATE OF FLORIDA

SS

COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 5 day of ~~March~~ ^{April}, 2002, by ELI HADAD, who is personally known to me or who has produced _____ as identification and who did take an oath.

~~Notary Public~~



Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of 29 WEST DIXIE LLC, as the registered agent of the this limited liability company, hereby consents to his appointment as registered agent of the Company.

~~ELI HADAD~~

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H 02000076034**CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE**

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

1. The name of the limited liability company is: 29 WEST DIXIE LLC
2. The name and address of the registered agent and office is:

ELI HADAD

Name

80 N. E. 168th Street
Address (P. O. Box not available)**North Miami Beach, Florida 33162**
City/State/Zip

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.

~~(Signature) ELI HADAD~~

(Date) 4/5/02

Steven M. Singer
FLORIDA BAR NO. 352381**H** 02000076034APPROVED
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