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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 : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

LIMITED LIABILITY COMPANY

STUART J. EDELMAN, L.L.C.

Certificate of Status	0
Certified Copy	1
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ARTICLES OF ORGANIZATION
OF

(5)

STUART J. EDELMAN, L.L.C

ARTICLE I

The name of the limited liability company ("Company") is
STUART J. EDELMAN, L.L.C.

ARTICLE II - ADDRESS

The mailing and street address of the Company's principal office is:
1320 South Dixie Highway, Suite 450, Coral Gables, Florida 33146.

ARTICLE III - DURATION

The period of duration for the Company is perpetual beginning on the date these
Articles of Organization are filed by the Florida Department of State.

ARTICLE IV - REGISTERED AGENT AND OFFICE

The name of the Company's initial registered agent in Florida is
Stuart J. Edelman, Esq.. The address of Company's registered office in Florida is 1320
South Dixie Highway, Suite 450, Coral Gables, Florida 33146.

ARTICLE V - MANAGEMENT

The company is to be managed by the members. The managing members are identified
as follows:

Stuart J. Edelman, whose address is
1320 South Dixie Highway
Suite 450
Coral Gables, Florida 33146

ARTICLE VI - ADMISSION OF NEW MEMBERS

Members of the Company have the right to admit new members. Additional members
may be admitted only upon the unanimous written consent of the existing members, and

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the existing members shall determine the amount and nature of contributions by new members at the time the new members are admitted.

ARTICLE VII -CONTINUATION OF BUSINESS

The remaining members of the Company shall have the right to continue the business on 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.

ARTICLE VIII -ADDITIONAL PROVISION

The power to adopt, alter, amend, repeal the regulations of the Company is vested entirely in the managing members listed in Article V.

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 provision for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The names and address of the member of the Company is:

Stuart J. Edelman


Address:
1320 South Dixie Highway
Suite 450
Coral Gables, Florida 33146

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TALLAHASSEE, FLORIDA

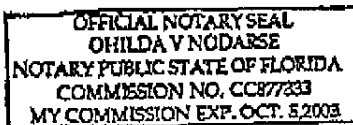
IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at Miami, Florida on this 14 day of May 2002.



Stuart J. Edelman

STATE OF FLORIDA)
)SS:
COUNTY OF MIAMI-DADE)

Sworn to and subscribed before me on this 14th day of May, 2002 by
Stuart J. Edelman who is known to me.

(SEAL)




Notary Public, State of
Florida at Large

Ohilda V. Nodarse
Print Name

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TALLAHASSEE, FLORIDA


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CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE

Pursuant to the provisions of the Florida Statutes Section 608-415 or 608.507, the undersigned Limited Liability Company submits the following statement in designation the registered office/registered agent, in the State of Florida:

1. The name of the limited liability company is STUART J. EDELMAN, L.L.C..
2. The name and address of the registered agent and office is : Stuart J. Edelman, Esq., 1320 South Dixie Highway, Suite 450, Coral Gables, Florida 33146.

Having been named as registered agent and to accept service of process for the above-named 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 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.

DATED: May 14, 2002


 Stuart J. Edelman, Esq.

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