CAPITALEON LC'RON, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Master Merchant, L.L.C. ****125.00 ****125.00 Art of Inc. File____ LTD Partnership File_____ Foreign Corp. File____ AL L.C. File_ Fictitious Name File_ Trade/Service Mark Merger File_ Art. of Amend. File_ RA Resignation_ Dissolution / Withdrawal Annual Report / Reinstatement_ Cert. Copy___ Photo Copy_ Certificate of Good Standing Certificate of Status_ Certificate of Fictitious Name_____ Corp Record Search_ Officer Search_ Fictitious Search Fictitious Owner Search____ Signature Vehicle Search_ Driving Record___ Requested by: UCC 1 or 3 File___ UCC 11 Search Name

Walk-In

Will Pick Up

UCC 11 Retrieval_____

Courier

ARTICLES OF ORGANIZATION

OF

MASTER MERCHANT, L.L.C.

ARTICLE I

Name of Company

The name of the Company is MASTER MERCHANT, L.L.C.

ARTICLE II

Effective Date

This Company is organized pursuant to chapters 608 of the Florida statutes, and shall have a perpetual existence. The effective date of these Articles shall be the date of receipt by the Florida Department of State.

ARTICLE III

Purpose of Business

The purpose of this Company is to engage in the transaction of any and all business permitted under the laws of the United States and this State.

ARTICLE IV

Principal Place of Business

The principal place of business and mailing address of this Company shall be:

8329 NW 66th Street Miami, Florida 33166

Prepared by: Manuel Arthur Mesa, Esq. 44 West Flagler Street, Suite 1575 Miami, Florida 33130 Telephone: (305) 863-1000 FBN: 0885819

ARTICLE V

Registered Office

The initial street address of the registered office of the Company is:

02 MAY 16 PM 1: 40
SECKETARY OF STATE
TALLAHASSEE, FLORIDA

9600 NW 25th Street Suite 3F Miami, Florida 33172

The Board of Managers may from time to time move the registered office to any other address in Florida.

ARTICLE VI

Registered Agent

The initial registered agent of the Company for purposes of accepting service of process pursuant to Chapter 608 and Section 48.091, Florida Statutes, and located at the initial registered office, shall be:

Manuel G. Mesa

ARTICLE VII

Management

The business of this Company shall be managed by a Board of Managers which shall consist of not less than one (1), and not more than nine (9) Managers and a majority thereof shall constitute a quorum for the transaction of all business. The initial Managers shall be:

Emira Zuckerman 8329 NW 66th Street Miami, Florida 33166

These Managers shall serve as Managers until the First Annual Meeting of Members or until their successors are elected and qualify.

ARTICLE VIII

Officers

This Company shall have, in addition to a President, Vice-President, Secretary and/or Treasurer, such other additional officers as may be created from time to time by and under the authorization of its Managers. All officers and agents shall be chosen in such manner, hold their offices for such terms, and have such powers and duties as may be determined by the Board of Managers. Any person may hold two or more offices.

ARTICLE IX

Amendment

These Articles of Organization may be amended, changed, altered or repealed only by the Members.

IN WITNESS WHEREOF, the undersigned member has executed these Articles of Organization on this $\frac{29}{4}$ day of $\frac{400}{400}$, 2002.

MANUEL G. MESA

MEMBER -

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Pursuant to the provisions of the Florida Limited Liability Company Act, the undersigned does hereby accept appointment as Registered Agent, simultaneously with being so designated, on which process may be served within the State of Florida for the proposed Company named in the foregoing Articles of Organization. The Registered Agent is familiar with, and accepts, the obligations of that position.

Manuel G. Mesa

Member