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DIVISION OF CORPORATIONS

LIMITED LIABILITY COMPANY

MOUNT CARMEL REAL ESTATE LLC

Certificate of Status	1
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DEPT. OF STATE
TALLAHASSEE, FLORIDA

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6/14/02
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**ARTICLES OF ORGANIZATION
OF
MOUNT CARMEL REAL ESTATE LLC**

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

ARTICLE I – NAME

The name of the limited liability company shall be MOUNT CARMEL REAL ESTATE LLC.

ARTICLE II – NATURE OF THE BUSINESS AND MAILING ADDRESS

The Company is organized for the purpose of transacting any or all lawful business. The mailing address and street address of the initial principal office of the company is 235 South Fort Lauderdale Beach Boulevard, Fort Lauderdale, FL 33316.

ARTICLE III – DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The company's existence shall be perpetual, unless the company is dissolved earlier as provided in these articles of organization, the Regulations and Operating Agreement, or by law.

ARTICLE IV – REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the state of Florida is ANTON YAARI; 235 South Fort Lauderdale Beach Boulevard, Fort Lauderdale, FL 33316.

ARTICLE V – ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members, or as provided in the Regulations and Operating agreement. The initial capital contributions are set forth in the Regulations and Operating Agreement.

Articles Prepared By:
Eric J. Aurelius, Esq.
4367 North Federal Highway, #101
Fort Lauderdale, FL 33308
Florida Bar No.:0159204

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ARTICLE VI -- ADMISSION OF NEW MEMBERS

Except as set forth in the Regulations and Operating Agreement, no additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on 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 and Operating Agreement 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 of the members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

ARTICLE VII -- MEMBERS' RIGHT TO CONTINUE BUSINESS

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by a unanimous vote of all the remaining members.

ARTICLE VIII -- MANAGEMENT

- (a) The company shall be managed by Managing Members, who shall be appointed in accordance with Regulations and Operating Agreement 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 initial Managing Members shall serve until such time as they are replaced or removed in accordance with the Regulations and Operating Agreement. The name and address of the initial Managing Members of the company are as follows:

Managing Member

Anton Yaari

Address

235 South Fort Lauderdale Beach Boulevard, Fort
Lauderdale, FL 33316

Lior Avidor

235 South Fort Lauderdale Beach Boulevard, Fort
Lauderdale, FL 33316

- (b) Except as otherwise provided in the Regulations and Operating Agreement, the Managing Members shall have full authority to conduct the business of the Company.
- (c) No person or governmental body dealing with the Company shall be required to inquire into, or to obtain any documentation as to, the authority of any Managing Member to take any action on behalf of the Company. Furthermore, any Person or governmental body dealing with the Company may rely upon a certificate signed by either of the Managing Members as to the following:

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- (i) The identity of the Managing Members or any Member.
- (ii) The existence or nonexistence of any fact or facts that constitute a condition precedent to acts by the Managing Member or which in any other manager are directly or indirectly related to or otherwise involve the affairs of the Company;
- (iii) The persons who are authorized to execute and deliver any instruments or documents of the Company; or
- (iv) Any act or failure to act by the Company on any other matter whatsoever involving the Company or any Member.

ARTICLE IX-AMENDMENT

This Company reserves the right to amend or repeal any provision contained in these Articles of Organization, and any right conferred upon the members is subject to this reservation.

IN WITNESS WHEREOF, Anton Yaari as a Managing Member of MOUNT CARMEL REAL ESTATE LLC has executed these articles of organization on the 13 day of June 2002 at Broward County, Florida.


ANTON YAARI

Managing Member of Mount Carmel Real Estate LLC

STATE OF FLORIDA COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 13 day of June 2002 by ANTON YAARI who has produced Personally known as identification.


Notary Public

Print Name: ERIC J. AURELIUS

My Commission Expires:



Official Seal
ERIC J. AURELIUS
Notary Public, State of Florida
My Commission Expires September 29, 2002
No. 06779117



Official Seal
ERIC J. AURELIUS
Notary Public, State of Florida
My Commission Expires September 29, 2002
No. 06779117

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


Under the provisions of F.S. 608.414 or 608.507, MOUNT CARMEL REAL ESTATE LLC, submits the following statement to designate a registered office and registered agent in the state of Florida:

1. The name of the limited liability company is MOUNT CARMEL REAL ESTATE LLC.

2. The name and street address of the registered agent in Florida are:

ANTON YAARI
235 South Fort Lauderdale Beach Boulevard
Fort Lauderdale, FL 33316

The undersigned, being the person named in the articles of organization of MOUNT CARMEL REAL ESTATE LLC, as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.



ANTON YAARI
Registered Agent
Dated: JUNE 13, 2002

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SEC. LARRY D. STALL
TALLAHASSEE, FLORIDA

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