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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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AUTHORIZATION :

Patricia Pigjito

COST LIMIT : \$ 155.00

ORDER DATE : June 25, 2002

ORDER TIME : 12:22 PM

ORDER NO. : 638415-005

CUSTOMER NO: 7108498

CUSTOMER: Richard J. Alan Cahan, Esq
Becker & Poliakoff, P.a.
Richard J. Alan Cahan, Esq
Suite 100
5201 Blue Lagoon Drive
Miami, FL 33126

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DOMESTIC FILING

NAME: FIRST CHOICE MANAGEMENT,
L.L.C.

EFFECTIVE DATE:

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____ ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea - EXT. 1114

EXAMINER'S INITIALS: _____

J. BRYAN JUN 25 2002

ARTICLES OF ORGANIZATION

FOR

FIRST CHOICE MANAGEMENT, L.L.C.

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The undersigned person, acting as the organizer of a limited liability company under the Florida Limited Liability Company Act, hereby adopts the following Articles of Organization:

1. **Name.** The name of this limited liability company is "FIRST CHOICE MANAGEMENT,, L.L.C." ("Company").
2. **Duration.** The Company's period of duration shall be perpetual from the date of the filing of these Articles of Organization with the Florida Secretary of State, unless sooner dissolved by the members or as provided by statute.
3. **Purpose.** The Company is organized to conduct all lawful purposes allowed under the Florida Limited Liability Company Act.
4. **Principal Place of Business.** The mailing and street address of its initial principal place of business is:

C/o Richard J. Alan Cahan, Esq.
Becker & Poliakoff, P.A.
5201 Blue Lagoon Drive, Suite 100
Miami, Florida 33126

5. **Registered Agent and Office.** The name and address of its registered agent, whose "Consent to Appointment as Registered Agent" is included with these Articles, is:

RICHARD J. ALAN CAHAN, ESQ.
Becker & Poliakoff, P.A.
5201 Blue Lagoon Drive, Suite 100
Miami, FL 33126-2065

The address of its registered office is:

5201 Blue Lagoon Drive, Suite 100
Miami, FL 33126-2065

6. **Capitalization.** The capital contribution of each single member has a value of \$1,000.00.

7. **Additional Capital Contributions of Members.** Additional capital contributions may be contributed only upon the unanimous vote of the members, and no additional capital contribution will ever be required at the request of non-member third parties.

8. **Admission of Additional Members.** Additional members may be admitted only upon such terms as are unanimously agreed to by all members pursuant to the applicable provisions in the Operating Agreement.

9. **Continuity.** The members have the right to continue the business of the Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or occurrence of any other event which terminates the continued membership of a member in the Company. Continuation may occur only pursuant to the terms of the Operating Agreement and with the unanimous vote of the members.

10. **Management.** The business of the Company shall be managed by one or more managers and is, therefore, a manager-managed company. The name and mailing address of the initial Co-Managers of the Company are:

Aruba Fiduciary Management, AVV
ATC Trustees (Curaçao) N.V.
Chuchubiweg 17
Curacao, Netherlands, Antilles

11. **Initial Member.** The name and address of the initial single member of the Company is as follows:

FIRST CHOICE INTERNATIONAL CONSULTANTS, LLC
c/o Aruba Fiduciary Management, AVV
ATC Trustees (Curacao) N.V.
Chuchubiweg 17
Curacao, Netherlands, Antilles

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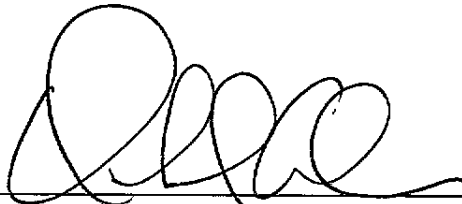
State of Florida) ss
County of Miami-Dade)

Sonia Harris
Notary Public
Name of Notary: SONIA HARRIS
My Commission expires: _____



Consent to Appointment as Registered Agent

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in these Articles, 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, as provided for in Chapter 608, F.S.



RICHARD J. ALAN CAHAN
as Registered Agent

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