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LAZARUS CORPORATION

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**Florida Department of State**  
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**LIMITED LIABILITY COMPANY**

**Miami Emerald, LLC.**

Certificate of Status	0
Certified Copy	1
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FLORIDA DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION  
FOR LIMITED LIABILITY COMPANY**

**ARTICLE I**

**Name**

The name of the Limited Liability Company is:

Miami Emerald, LLC.

**ARTICLE II**

**Address**

The mailing address and street address of the principal office of the Limited Liability Company is 439 Poinciana Island Drive, North Miami Beach, Florida 33170.

**ARTICLE III**

**Duration**

The period of duration for the Limited Liability Company shall be for ninety nine (99) years.

**ARTICLE IV**

**Management**

The Limited Liability Company is to be managed by one or more managers and is a manager managed company. The manager's name and address is as follows:

Gaston Giroit, 439 Poinciana Island Drive, North Miami Beach, Florida 33170.

**ARTICLE V**

**Admission of Additional Members**

Members shall have the right to admit additional members according to the following terms and conditions: All members are required to vote on whether to admit any additional members. Members may conduct these matters telephonically, where a roll call will be taken for record keeping purposes. Each member's vote shall be weighted in proportion to the member's ownership percentage in accordance with Article IV.

**ARTICLE VI**

**Members Rights to Continue Business**

Upon 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 limited liability company, the member or his estate must proffer his ownership to the other member(s) with an asking price as determined by the operating agreement. The remaining members will then have the right to either (i) accept the asking price and purchase the outgoing

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members ownership, or (ii) proffer their ownership to the outgoing member for the same price, prorated based on their ownership percentage(s) at the time of the occurrence.

**ARTICLE VII**  
**Registered Agent**

The name and street address of the initial registered agent of the Company is:

Gaston Siroit  
439 Poinciana Island Drive  
North Miami Beach, Florida 33170.

IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledged them to be my act this 7<sup>th</sup> day of June 2002.

  
GASTON SIROIT

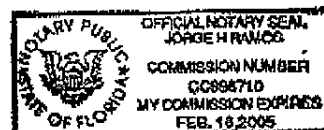
STATE OF FLORIDA )

COUNTY OF MIAMI-DADE )

SWORN TO and SUBSCRIBED before me, in the County and State last aforesaid on 7 June 2002, by Gaston Siroit, to me personally known to be the person described in and who subscribed to the above Articles of Organization, and who did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned.

  
NOTARY PUBLIC,  
State of Florida

My Commission Expires:



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

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, 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:

Miami Emerald, LLC.

2. The name and address of the registered agent and office is:

Gaston Siroit  
439 Poinciana Island Drive  
North Miami Beach, Florida 33170.

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 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.

  
GASTON SIROIT

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