

LO2000022622

Andre S. Burton
310 Sheridan Street, Suite 202
Hollywood, Florida 33021

August 26, 2002

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-08/30/02--01043--009
****160.00 ****160.00

Florida Department of State
Division of Corporations
The Capitol
Tallahassee, Florida 32301

Gentlemen:

Please file the enclosed Articles of Organization for Burton Family Holdings, LLC and send me a certified copy for my records. Enclosed also please find my check for \$160.00 to cover the various taxes for the company.

If you have any questions, please contact me at the above address or telephone (954) 961-1040. Thank you for your cooperation.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Sincerely,



Andre S. Burton

Enclosures

LO2-22622
JR

**ARTICLES OF ORGANIZATION
OF
Burton Family Holdings, LLC
A Florida Limited Liability Company**

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a limited liability company under the laws of the State of Florida do set forth the following:

ARTICLE 1 – Name: Burton Family Holdings, LLC (the “Company”).

ARTICLE 2 – Address: The mailing address and street address of the principal office of the Company is: 4310 Sheridan Street, Suite 202, Hollywood, Florida 33021

ARTICLE 3 – Registered Agent: The name of the initial registered agent of the Company is: Andre S. Burton. The initial street address of the registered office is 4310 Sheridan Street, Suite 202, Hollywood, Florida 33021.

ARTICLE 4 – Management: The limited liability company is to be managed by its members and therefore is a member-managed company.

ARTICLE 5 – Period of Duration: The period of duration of the Company shall be perpetual.

ARTICLE 6 – Purpose: The purpose for which the Company is organized is to engage in any and all business activities permitted by the laws of the State of Florida. The Company shall have all of the powers vested in a limited liability company organized and existing by virtue of such laws.

ARTICLE 7 – Additional Members: Members may admit additional members upon the consent of a majority in interest of the then existing members.

ARTICLE 8 – Continuity of Business: The Company shall not be dissolved 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 Company.

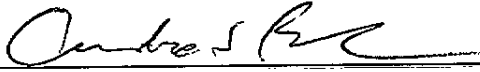
ARTICLE 9 – Initial Members: The initial members of the Company are: Andre S. Burton and Bernard S. Burton.

(continued)

ARTICLE 10 – Organizer: The person signing these Articles of Organization is:
Andre S. Burton, Managing Member. The address of the managing member is 4310
Sheridan Street, Suite 202, Hollywood, Florida 33021.

The undersigned has executed these Articles of Organization on the 26th day of
August, 2002.

By:



Andre S. Burton
Managing Member

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATION OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE
FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

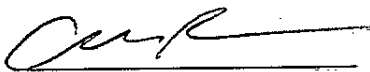
1. The name of the limited liability company is:

Burton Family Holdings, LLC

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

Andre S. Burton
4310 Sheridan Street, Suite 202
Hollywood, Florida 33021

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 its 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.



(Name)
Registered Agent

8/26/02

(Date)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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