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Nestor B. Gorfinkel Chartered
Attorney & Counselor At Law

20818 West Dixie Highway Aventura, Florida 33180
email: nestor@usa.net

Telephone: 305.932.5757
Telecopier: 305.932.5795

Via Federal Express: TRK # 7919 20541259

September 3, 2002

Department of State
Registration Section
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: Transmittal Letter for Florida Limited Liability Company;
Subject: TL Ventures, L. C.


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-09/04/02--01047--005
****130.00 ****130.00

Dear Sir or Madame:

Enclosed please find an original and one copy of the Articles of Organization of the above proposed company, together with a check in the amount of \$130.00 (\$100.00 filing fee, \$25.00 designation of registered agent fee and \$5.00 for certificate of status).

If you have any questions, please feel free to contact me.

Very truly yours,


Nestor B. Gorfinkel
NBG/msg

encl.

FILED
02 SEP - 4 AM 9:48
TALLAHASSEE, FLORIDA

9/5 nst

ARTICLES OF ORGANIZATION
FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company shall be:
TL VENTURES, L.C.

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:
5450 South State Road 7
Suite 26
Ft. Lauderdale, Florida 33314

ARTICLE III - Registered Agent, Registered Office & Registered Agent Signature:

The name and the Florida street address of the registered agent are:
Lee Seligman
5450 South State Road 7
Suite 26
Ft. Lauderdale, Florida 33314

02 SEP - 4 AM 9:18
FILED
CLERK OF DISTRICT COURT
FLORIDA

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 my duties, and I am familiar with and accept obligations of my position as registered agent as provided for in Chapter 608, F.S.



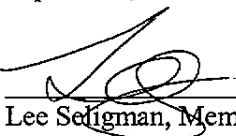
Registered Agent's Signature

ARTICLE IV - Management

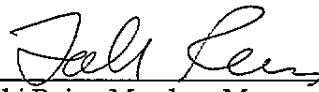
The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager - managed company.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

THE UNDERSIGNED MEMBERS have executed this Articles of Organization this 3rd day of September, 2002.



Lee Seligman, Member-Manager



Tobi Reiss, Member- Manager