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AMY H. GOLDIN, P.A.

965 North Nob Hill Road, PMB #208, Plantation, FL 33324

954-915-694

September 12, 2002

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

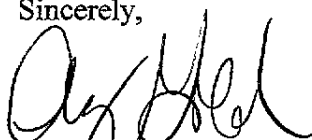
Re: Bartoli Institute, L.L.C.

To Whom it May Concern:

Please file the attached original and copy of the Articles of Organization for the referenced limited liability company. In connection with this filing, I enclose a check payable to the Department of State in the amount of \$155.00, which represents \$100.00 for the filing fee, \$25.00 for the Designation of Registered Agent, and \$30 for a certified copy of the Articles.

Please call me if you have any questions.

Sincerely,


Amy H. Goldin

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cc: Teresa Bartoli

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LIMITED LIABILITY COMPANY ARTICLES OF ORGANIZATION
OF
BARTOLI INSTITUTE, L.L.C.

This Limited Liability Company Articles of Organization (the "**Articles**") of , is entered into as of this 13th day of September, 2002, by Teresa Bartoli, as member (the "**Member**").

The Member hereby forms a limited liability company pursuant to and in accordance with the Florida Limited Liability Company Act, as amended from time to time (Chapter 608 of the Florida Statutes) (the "**Act**"), and hereby agrees as follows:

ARTICLE I

NAME AND ADDRESS

The name of the limited liability company formed hereby is Bartoli Institute, L.L.C. (the "**Company**"). The initial principal office of the Company shall be 1001 N. Federal Highway, Suite 317, Hallandale Beach, FL 33009-2400.

ARTICLE II

PURPOSE

The Company is formed for the object and purpose of, and the nature of the business to be conducted and promoted by the Company is, engaging in any lawful act or activity for which limited liability companies may be formed under the Act, and engaging in any and all activities necessary or incidental to the foregoing.

ARTICLE III

REGISTERED AGENT AND OFFICE

The name and address of the Company's registered agent in the State of Florida shall be Teresa Bartoli, 1001 N. Federal Highway, Suite 317, Hallandale Beach, FL 33009-2400.

ARTICLE IV

DURATION

The term of the Company shall begin upon the acceptance of the Articles of Organization by the Department of State of the State of Florida and shall continue perpetually thereafter unless and until sooner dissolved according to law.

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ARTICLE V

MANAGEMENT

a) Management by the Member. The business and affairs of the Company shall be managed by the Member. The name and the business, residence or mailing address of the Member is as follows:

Name

Address

Teresa Bartoli

1001 N. Federal Highway
Suite 317
Hallandale Beach, FL 33009-2400

b) Powers of the Member. The Member shall have the power and authority to do any and all acts necessary or convenient to or for the furtherance of the purposes described herein, including all powers and authorities, statutory or otherwise, possessed by members of limited liability companies under the laws of the State of Florida. In connection with the foregoing, the Member is hereby authorized and empowered to act through its officers and employees and other persons designated by the Member in carrying out any and all of its powers and authorities that the Member possesses under these Articles to any of its officers and employees and to any other person designated by the Member. Teresa Bartoli is hereby designated as an authorized person, within the meaning of the Act, to execute, deliver and file the articles of organization of the Company (and any amendments and/or restatements thereof) and any other certificates (and any amendments and/or restatements thereof) necessary for the Company to qualify to do business in a jurisdiction in which the Company may wish to conduct business.

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The Company may (i) acquire, hold and dispose of interests (whether by the making of investments or otherwise and on such terms and conditions as the Member may determine) in other entities, including as a partner of a partnership, a member of a limited liability company and a stockholder of a corporation, and (ii) borrow money (on such terms and conditions as the Member may determine) in connection with its business.

ARTICLE VI

CONTRIBUTIONS AND DISTRIBUTIONS

- a) Capital Contributions. The Member has contributed \$100, in cash, and no other property, to the Company.
- b) Additional Contributions. The Member shall have the right, but not the obligation, to make additional capital contributions to the Company.
- c) Allocation of Profits and Losses. The Company's profits and losses shall be allocated in proportion to the capital contribution of the Member.
- d) Distributions. Distributions shall be made to the Member at the times and in the aggregate amounts determined by the Member. Such distributions shall be allocated 100% to the Member.

ARTICLE VII

EXCULPATION AND INDEMNIFICATION

- a) Liability of Member. The Member shall not be liable, responsible or accountable, in damages or otherwise, to the Company, the Member or any other person or entity who has an interest in the Company for any act or omission performed or omitted by the Member in good faith on behalf of the Company or for any loss, liability, damage or claim incurred by reason of any act or omission performed or omitted by the Member in good faith on behalf of the Company. Whenever in these Articles the Member is permitted or required to make decisions in good faith, the Member shall act under such standard and shall not be subject to any other or different standard imposed by these Articles or any relevant provisions of law or in equity or otherwise.
- b) Reliance. The Member shall be fully protected in relying in good faith upon the records of the Company and upon such information, opinions, reports or statements presented to the Company by any person or entity as to matters the Member reasonably believes are within the Member's professional or expert competence.
- c) Indemnification. To the fullest extent permitted by applicable law, the Member shall be entitled to indemnification from the Company for any act or omission performed or omitted by the Member in good faith on behalf of the Company and for any costs and expenses (including, without limitation, attorneys' fees and disbursements), loss, liability, damage or claim incurred by the Member by reason of any act or omission performed or omitted by the Member in good faith on behalf of the Company. By separate agreement the Company may provide indemnification for persons in addition to the Member.
- d) Expenses. To the fullest extent permitted by applicable law, expenses (including, without limitation, attorneys' fees and disbursements) incurred by the Member in defending any claim,

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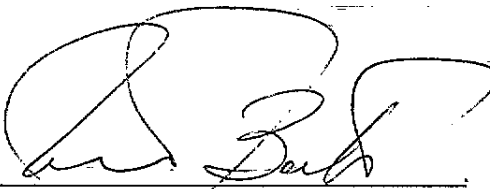
demand, action, suit or proceeding shall, from time to time, be advanced by the Company prior to the final disposition of such claim, demand, action, suit or proceeding, subject to recapture by the Company following a later determination that the Member was not entitled to be indemnified hereunder.

ARTICLE VIII

MISCELLANEOUS

- a) Governing Law. These Articles shall be governed by, and construed under, the laws of the State of Florida, all rights and remedies being governed by said laws.
- b) Amendment, Waiver, Etc. These Articles may not be amended or supplemented, and no waiver of or consent to departures from the provisions hereof shall be effective, unless set forth in a writing signed by the Member.
- c) Binding Effect. These Articles shall be binding upon and inure to the benefit of the Member.
- d) Severability. The invalidity or unenforceability of any particular provision of these Articles shall not affect the other provisions hereof, and these Articles shall be construed in all respects as if such invalid or unenforceable provision were omitted.

IN WITNESS WHEREOF, the undersigned, intending to be legally bound hereby, has duly executed these Limited Liability Company Articles of Organization as of the date and year first set forth above.


Teresa Bartoli, Sole Member

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 608.415, Florida Statutes, the following is submitted:

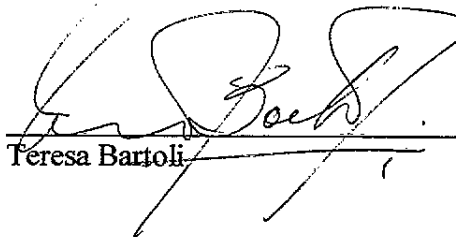
Bartoli Institute, L.L.C., desiring to organize as a limited liability company under the laws of the State of Florida, with its principal place of business Broward County, State of Florida, has named Teresa Bartoli, located at 1001 N. Federal Highway, Suite 317, Hallandale Beach, FL 33009-2400, as its agent to accept service of process within Florida.



Teresa Bartoli, Member

Date: September 13, 2002

I, having been named to accept service of process for the Company at the place designated in this certificate, hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Teresa Bartoli

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