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From: Account Name : BRENNER & DIENSTAG, P.A.  
Account Number : J20010000124  
Phone : (305)372-8899  
Fax Number : (305)381-6790

LIMITED LIABILITY COMPANY

Inner City Holdings of Miami, LLC

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FLORIDA DEPARTMENT OF STATE  
Jim Smith  
Secretary of State

September 18, 2002

BRENNER & DIENSTAG, P.A.

SUBJECT: INNER CITY HOLDINGS OF MIAMI, LLC  
REF: W02000027228

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The registered agent must sign accepting the designation.

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**ARTICLES OF ORGANIZATION**  
**OF**  
**A LIMITED LIABILITY COMPANY**  
**KNOWN AS**  
**INNER CITY HOLDINGS OF MIAMI, LLC**

**ARTICLE I-NAME**

The name of this Company is INNER CITY HOLDINGS OF MIAMI, LLC., a Florida limited liability company.

**ARTICLE II – DURATION**

This Company shall have a duration of thirty (30) years from the date of filing of these Articles of Organization with the Florida Department of State. However, the duration can be extended by agreement among the members.

**ARTICLE III- PURPOSE**

This Company is organized for the purpose of transacting any and all lawful business which a limited liability company may be organized pursuant to Chapter 608, Florida Statutes, as now exists or may after be amended, but shall not have a perpetual existence.

**ARTICLE IV – PRINCIPAL OFFICE & MAILING ADDRESS**

The principal office and mailing address of this Company is 780 NW LeJeune Road, Suite 516, Miami, Florida 33126.

**ARTICLE V – INITIAL REGISTERED OFFICER AND AGENT**

The street address of the initial registered office of this company is 780 NW LeJeune Road, Suite 516, Miami, Florida 33126, and the name of the initial registered agent of this company at that address is CESAR DEL REY.

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ARTICLE VI- CONTRIBUTIONS

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The total amount of cash and other property being contributed by the members of this Company are as follows:

<u>NAME OF MEMBER</u>	<u>CONTRIBUTION</u>
ATLANTIC BASIN INVESTMENTS, INC.	1%
CESAR DEL REY	99%

ARTICLE VII – ADMISSION OF ADDITIONAL MEMBERS

Additional members may be admitted to this Company upon the approval by the Manager hereinafter set forth.

ARTICLE VIII – CONTINUATION OF COMPANY

This Company shall be operated by the Members of the Company. Upon the death, retirement, resignation, or expulsion of a Member or the occurrence of any other event which terminates the continued membership of this Company, the remaining Members of this Company shall vote whether or not to continue the existence of the Company with the remaining Members.

ARTICLE IX – MANAGEMENT

This Company shall be managed by Cesar Del Rey, who is hereby irrevocably appointed as Manager of the Company and shall have all right and authority to act for and on behalf of the Company and all of its Members. The Manager shall continue to operate as the Manager of the Company until the first annual meeting of the Members or until the Managers' successor is duly elected and qualifies.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Organization on this 10<sup>th</sup> day of September, 2002.

  
\_\_\_\_\_  
CESAR DEL REY

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STATE OF FLORIDA )  
 )ss.  
COUNTY OF MIAMI-DADE)

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The forgoing instrument was acknowledged before me this 10<sup>th</sup> day of September, 2002 by CESAR DEL REY, who is personally known to me or have produced \_\_\_\_\_ as identification and who did take an oath.

IN WITNESS WHEREOF, We have set our hands and seals in the State and County above, this 10<sup>th</sup> day of September, 2002.

  
\_\_\_\_\_  
NOTARY PUBLIC, State of Florida



Richard M. Brenner  
Commission # DD 019872  
Expires June 3, 2005  
Bonded thru  
Atlantic Bonding Co., Inc.

My Commission Expires:

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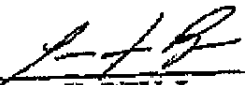
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR  
SERVICE OF PROCESS WITHIN THE STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 608.507, Florida Statutes, the following is submitted:

THAT desiring to organize or qualify under the laws of the State of Florida, with its principle office and mailing address as 780 NW LeJeune Road, Suite 516, Miami, FL 33126, has named CESAR DEL REY, as its sole registered agent to accept service of process within Florida.

Dated: September 19, 2002

X   
CESAR DEL REY, Incorporator

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Having been named to accept service of process for the above named corporation, the place designated in this Certificate, I hereby accept to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

X   
CESAR DEL REY,  
Registered Agent

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