

SEP.23.2002 8:50AM

NO.732 P.1/3

09/23/2002 MON 9:16 FAX 5184331489 USA CORPORATE SERVICES ->>> FLORIDA DOS

001/003

Division of Corporations

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Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 205-0383

From: Account Name : USA CORPORATE SERVICES INC.
Account Number : 120000000220
Phone : (800) 891-7432
Fax Number : (518) 433-1489

LIMITED LIABILITY COMPANY

BRAINTREE HOLDINGS, LLC

Certificate of Status	0
Certified Copy	1
Page Count	01
Estimated Charge	\$155.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATION

09/23/2002 MON 9:16 FAX 5184931489 USA CORPORATE SERVICES ->> FLORIDA, DOS 002/003

((H020002016937)))

**ARTICLES OF ORGANIZATION
OF****BRAINTREE HOLDINGS, LLC**
Pursuant to section 608.407, Florida StatutesSECRETARY OF STATE
TALLAHASSEE, FLORIDA

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1. The name of the Limited Liability company is: **BRAINTREE HOLDINGS, LLC**
2. The mailing address and street address of the principal office of the Limited Liability Company is:

999 PONCE DE LEON BLVD. #40, CORAL GABLES, FL 33134

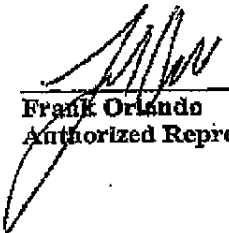
3. The name and address of the registered agent is as follows:

RAFAEL VILLOLDO, 999 PONCE DE LEON BLVD. #40, CORAL GABLES, FL 33134

3. The period of duration for the Limited Liability Company shall be perpetual.
4. The Limited Liability Company is to be managed by managers and the name(s) and address(s) of such managers are as follows:

ARLENE MARK, 8 E. 77TH STREET, NEW YORK, NY 10021

In Witness Whereof, in accordance with section 608.408(3), Florida Statutes, the execution of this document constitute an affirmation under the penalties of perjury that the facts stated herein are true this day 12th day of September 2002.



Frank Orlando
Authorized Representative

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SEP.23.2002 8:51AM

NO.732 P.3/3

09/23/2002 MON 9:17 FAX 8184331439 USA CORPORATE SERVICES FLORIDA DOS 002/003

Sep 19 02 10:57a Rafael Villalobos 305-648-7303 P.1
09/19/2002 WED 10:34 FAX 8184331439 USA CORPORATE SERVICES 002/003

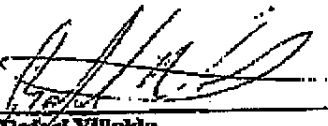
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Acceptance of Appointment as Registered Agent

BRAINTREE HOLDINGS, LLC

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

Dated: September 18, 2002

X 
Rafael Villalobos
Registered Agent

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TALLAHASSEE, FLORIDA

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