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DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY

CONLEY CLAN, LLC

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ARTICLES OF ORGANIZATION

OF

CONLEY CLAN, LLC

⑥

The undersigned hereby certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company (the "Company").

ARTICLE I

NAME

The name of the Company shall be CONLEY CLAN, LLC.

ARTICLE II

PURPOSES AND POWERS

The purpose of the Company is to transact any and all lawful business for which companies may be formed under the Florida Limited Liability Company Act, and all amendments and supplements thereto, or any law enacted to take the place thereof (the "Act").

The Company shall have the power to do everything necessary, proper, advisable, or convenient for the accomplishment of its purpose, provided the same shall not be inconsistent with the laws of the State of Florida.

ARTICLE III

CAPITAL CONTRIBUTIONS

Initial capital contributions in the amount of One Hundred (\$100.00) Dollars cash shall be paid to the Company by each member. Additional contributions will be made as required for business purposes, as determined by unanimous consent of the members.

Nathan I. Leder, Esq.
5200 Blue Lagoon Dr., #600
Miami, Florida 33126
(305) 267-9200
Florida Bar #0168606

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ARTICLE IV

PARTICIPATION

The participation ("Participation") of the initial members shall be as follows:

MEMBER	AMOUNT
Elizabeth Ann Smith	\$100.00

The Participation of the members may be changed by unanimous agreement of the current members, provided that the interest of a person or entity that is not a member but has an interest in the profits, losses, or assets of the Company by reason of a transfer of a member's interest in the Company without the consent of the Company may not be reduced without the consent of such person or entity. No amendment to these Articles shall be required by reason of a change in Participation.

ARTICLE V

REGULATIONS

At the first meeting of the members after the execution of these Articles, the members shall adopt regulations (the "Regulations") containing provisions for the regulation and management of the affairs of the Company, not inconsistent with law or these Articles. The power to adopt, alter, amend or repeal the Regulations shall be vested in the members and shall require their unanimous consent and agreement in regard to any vested right of a member (which shall include any provisions hereof requiring the unanimous approval of the members, and any member rights to or in profits, losses, or assets of the Company), or otherwise by a majority vote of the members.

ARTICLE VI

DURATION AND DISSOLUTION

The Company shall continue until the first to occur of: (a) December 31, 2040, (b) dissolution pursuant to the provisions of the Act or the Regulations of the Company, or (c) the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or any other event which terminates the continued membership of a member in the Company (unless the business of the Company shall be continued upon written consent of all remaining members).

ARTICLE VII

PRINCIPAL PLACE AND MAILING ADDRESS OF BUSINESS

The principal office and mailing address of the Company shall be located at 26603 S. W. 173rd Place, Homestead, Florida 33031.

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ARTICLE VIII

MANAGEMENT AND MEMBERS

The management of the Company shall be vested in the members in proportion to their Participation. All Company powers shall be exercised, and the business and affairs of the Company shall be managed by and under the authority of the members, pursuant to the specific rules regarding rights and duties of members and agents enumerated in these Articles and the Regulations.

Decisions on all matters shall be by majority vote of the members unless specified to the contrary herein or in the Regulations. As long as Elizabeth Ann Smith is a member, she shall be the Managing Member of the Company, unless she decides otherwise. The vote of each member shall be in proportion to the Participation of the member. The names and addresses of the initial members are as follows:

1. Elizabeth Ann Smith, 26603 S. W. 173rd Place, Homestead, Florida 33031.

ARTICLE IX

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the Company is 5200 Blue Lagoon Drive, Suite 600, Miami, Florida 33126, and the name of its initial registered agent at such address is Nathan I. Lader.

ARTICLE X

PROFITS, LOSSES AND DISTRIBUTION

Each member shall share in the net profits or losses from the operation of the business of the Company and in the distribution of the property of the Company in the same proportion as the member's Participation, or as may be adjusted from time to time by reason of additional investments or agreement of the members as reflected in the Regulations.

ARTICLE XI

RESTRICTIONS ON MEMBERSHIP

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the Company.

A member's interest in the Company may not be sold or otherwise transferred or assigned except with unanimous written consent of all members. In the absence of such unanimous written approval, the transferee of the interest of any member shall not become a member and shall have no right to participate in the management of the business and affairs of the Company, but shall be entitled to receive only the share of the profits or losses and return of contribution to which the transferor member would be entitled. Provisions can be made for

transfers or assignments in the Regulations but such provisions shall not affect the foregoing requirements of unanimous written consent to sales, transfers, and assignments.

ARTICLE XII

AMENDMENTS TO ARTICLES

These Articles may be amended at any time by a majority vote of the members, except with respect to the vested rights of the members (which shall include any provisions hereof requiring the unanimous approval of the members, and any member rights to or in profits, losses, or assets of the Company) which shall require unanimous vote of the members for amendment, or when otherwise required by law.

Any amendment shall be signed by all members and an amendment adding a new member shall be signed by the member to be added. As a condition of membership, all members agree to execute such documents as may be required to effectuate duly authorized amendments to these Articles.

The undersigned, being the original members of the Company, hereby certify that the foregoing constitutes the proposed Articles of Organization of CONLEY CLAN, LLC.

Executed by the undersigned on October 21, 2002.


ELIZABETH ANN SMITH

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ACCEPTANCE OF APPOINTMENT

AS

REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Organization and state that I am familiar with, and accept, the obligations set forth for registered agents under the Florida Statutes.

Nathan I. Leder
Nathan I. Leder

ACKNOWLEDGMENTS

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

I HEREBY CERTIFY that on this day appeared before me, Nathan I. Leder, to me known to be the person described in and who executed the foregoing instrument, and he acknowledged the execution thereof to be his free act and deed, for the uses and purposes therein mentioned. Witness my hand and official seal, at the place aforesaid, this 21st day of October, 2002.

Stephen K. Korda
NOTARY PUBLIC

My commission expires:



Stephen Korda
My Commission DD123000
Expires June 30, 2004

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