

SECRETARY OF STATE TALLAHASSEE, FLORIDA

Florida Department of State

Division of Corporations
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To:

Division of Corporations

Fax Number : (850) 205-0383

from:

Account Name : FILINGS, INC.
Account Number : 072720000101

Phone : (850)385-6735 Fax Number : (954)641-4192 A.

LIMITED LIABILITY COMPANY

RAPATORT PROPERTIES, LLC

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JVISION OF CORPORATION

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Articles of Organization of RAPATORT PROPERTIES, LLC

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SEURETARY OF STATE TALLAHASSEE, FLORIDA

The undersigned, as an authorized representative, hereby forms a limited liability company under the laws of the State of Florida:

ARTICLE I. COMPANY NAME

The name of this Company is:

RAPATORT PROPERTIES, LLC

ARTICLE II. MAILING ADDRESS OF COMPANY

The mailing address of this Company is:

1711 Alton Road Miami Beach, Florida 33139

ARTICLE III. STREET ADDRESS OF COMPANY

The street address of the principal office of the Company is:

1711 Alton Road Miami Beach, Florida 33139

AUTICLE IV. REGISTERED AGENT AND REGISTERED AGENT ADDRESS

The registered agent and the street address of the registered agent of this Company in the State of Florida shall be:

Ricardo Raphael 1711 Alton Road Mianii Beach, Florida 33139 Histon 19679

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TALLAHASSEE, FLORIDA

ARTICLE V. MANAGEMENT

The Company is to be managed by one or more members and is, therefore, a membermanaged company.

ARTICLE VI. MEMBERS

The current members are:

Name:

RICARDO RAPHAEL

Address:

1711 Alton Road

Miami Beach, Florida 33139

Name:

PERRY TORTORELLI

Address:

1711 Alton Road

Miami Beach, Florida 33139

IN WITNESS WHEREOF, the undersigned members have executed the foregoing Articles of Organization as of the _____ day of October, 2002.

RICHARDO RAPAHEL Managing Member

PERRY TORTORELLE, Managing Member

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SECRETARY OF STATE TALLAHASSEE, FLORIDA

CERTIFICATE ACCEPTING DESIGNATION AS AN AGENT UPON WHOM SERVICE OF PROCESS WITHIN THIS STATE MAY BE SERVED

The following is submitted pursuant to Sections 608.415 and 608.507 of the Florida Statutes:

Having been appointed registered agent of RAPATORT PROPERTIES, LLC, in its Articles of Organization, at the place designated in such Articles of Organization, the undersigned hereby agrees to act in this capacity and affirms that it is familiar with, and accepts, the obligations of such position.

Registered Agent

Dated: October___, 2002