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Division of Corporations

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Department of State
Division of Corporations
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AL

LIMITED LIABILITY COMPANY

EL PASO RE, L.L.C.

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DIVISION OF CORPORATION

Certificate of Status	0
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**ARTICLES OF ORGANIZATION
OF
EL PASO RE, L.L.C.**

The undersigned as organizer of a limited liability company, under the Florida Limited Liability Company Act, adopt the following Articles of Organization for such limited liability company:

ARTICLE I -- NAME

The name of the limited liability company is **EL PASO RE, L.L.C.**

ARTICLE II -- DURATION

The period of duration of this limited liability company shall be perpetual from the date of the issuance of a Certificate of Organization by the State of Florida.

ARTICLE III -- PRINCIPAL OFFICE

The address of the principal office of this limited liability company is 102 N.E. 2nd Street, Suite 280, Boca Raton, FL 33432, and the mailing address shall be the same.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent within Florida is Lee Max Rothman, Esq., and the street address is 2295 Corporate Boulevard, N.W., Suite 110, Boca Raton, Florida 33431.

ARTICLE V -- MEMBERS

This limited liability company has one (1) member whose name and address is:

Allan Boshell
102 N.E. 2nd Street
Suite 280
Boca Raton, FL 33432

No additional members shall be admitted to the company, unless the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

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Articles of Organization
Page 2

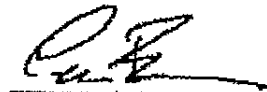
ARTICLE VI - MANAGEMENT

The management of the company is reserved to the members of the company, in preparation to their contributions to the capital of the limited liability company. The power to adopt, alter, amend or repeal the regulations of this limited liability company shall be vested in the members of the company.

The name and address of the managing member is:

Allan Boshell
102 N.E. 2nd Street
Suite 280
Boca Raton, FL 33432

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Boca Raton, Florida, on this 12 day of November, 2002.



Lee Max Rothman, Esq.
Authorized Representative of Member

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TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE**

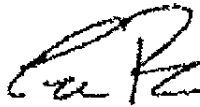
Under the provisions of F.S. 608.414 or 608.507, **EL PASO RE, L.L.C.**, submits the following statement to designate a registered office and registered agent in the state of Florida:

1. The name of the limited liability company is **EL PASO RE, L.L.C.**
2. The name and street address of the registered agent in Florida are:

Lee Max Rothman, Esq.
2295 Corporate Boulevard, N.W.
Suite 110
Boca Raton, Florida 33431

The undersigned, being the person named in the articles of organization of **EL PASO RE, L.L.C.**, as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.

Registered Agent



LEE MAX ROTHMAN, ESQ.

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