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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

R+DB, LLC

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TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
for
R&D3, L.L.C.
FLORIDA LIMITED LIABILITY COMPANY**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a Limited Liability Company under the laws of the State of Florida, by and under the provisions of the statutes of the State providing for the formation, liability, rights, privileges and immunities of a Florida Limited Liability Company, do hereby adopt the following Articles of Organization.

**ARTICLE I
NAME**

The name of the Limited Liability Company is: R&D3, L.L.C.

**ARTICLE II
ADDRESS**

The mailing address of the principal office of the Limited Liability Company is: PO Box 162412, Miami, Florida 33116. The street address is: 2332 Fisher Island Drive, Miami, Florida 33109, with privilege, however, of having branch offices at any other place or places within or without the State of Florida.

**ARTICLE III
REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

The Registered Agent and the street address of the initial Registered Office of this company shall be:

Susan Deets, Esq.
9370 Sunset Drive, Suite A-255
Miami, Florida 33173

**ARTICLE IV
DURATION/CONTINUATION**

The period of this company's duration shall be thirty-five (35) years, unless terminated by the unanimous written agreement of all members or by the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member, unless the business of the company is continued by the consent of all the remaining members, or by amendment of these Articles of Organization providing for the continued existence of the company subsequent to the foregoing events.

**ARTICLE IV
ADDITIONAL MEMBERS**

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Additional members may be admitted to the Limited Liability Company upon the approval of a majority of the members of the Company and upon the written application of such new member in the manner set forth in the Operating Agreement of this Company.

**ARTICLE V
RIGHT TO CONTINUE BUSINESS**

The remaining members may continue the business on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member in the company.

**ARTICLE VI
MANAGEMENT OF COMPANY**

The company is a Manager-Managed company. The company is to be managed by one manager. The name and address of the manager who is to serve until the first meeting of Members or until his successor is elected and qualified, is:

Ricardo Torres

2332 Fisher Island Drive
Miami, Florida 33109

**ARTICLE VII
AMENDMENT OF ARTICLES OF ORGANIZATION**

Any amendment to these Articles of Organization shall be on such form as prescribed by the Secretary of State of the State of Florida containing such terms and provisions consistent with Florida Statute 608 as shall be prescribed by the Department of State and shall be signed and sworn to by all Members of the Company. In the event a new Member is added by such amendment, it shall also be signed by the Member to be added.

**ARTICLE VIII
REGULATIONS OF COMPANY**

The power to adopt, alter, amend or repeal the regulations of the Company shall be vested in the Members unless vested in the Manager of the Company by amendment to the Articles of Organization. Regulations adopted by the Members or Manager may be repealed or altered. New Regulations may be adopted by the Members and the Members may prescribe that such Regulations may not be altered, amended or repealed by the Manager.

**ARTICLE IX
INFORMAL ACTION**

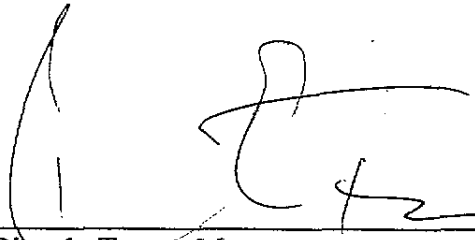
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Any action of the Members may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Members who would be entitled to vote upon such action at a meeting, and filed with the Manager of the Company.

**ARTICLE X
TRANSFERABILITY**

An interest of a Member of this Company may be transferred or assigned to such extent and in the manner provided in the Operating Agreement. However, if all of the remaining Members of this Company do not approve of such proposed transfer or assignment by unanimous written consent, the transferee of the interest of such Member shall have no right to participate in the management of the business and affairs of this Company or to become a Member. The transferee shall be entitled to receive only the share of profits or other compensation by way of income, and the return of contributions to which that Member would otherwise be entitled.

Dated: 8-11, 2002.



Ricardo Torres, Manager

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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 I am familiar with and accept the obligations of my position as Registered Agent as provided for in Chapter 608 F.S.



Susan Deets, Esq. Registered Agent