

Division of Corporations

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Florida Department of State
Division of Corporations
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From:

Account Name : KALEEL & ASSOCIATES
Account Number : L20000000253
Phone : (561) 738-1104
Fax Number : (561) 738-1106

LIMITED LIABILITY COMPANY

R & R ASSOCIATES OF FLORIDA, L.L.C.

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF**

R & R ASSOCIATES OF FLORIDA, L.L.C.

The undersigned, for the purpose of forming a limited liability company under the Florida
Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following
Articles of Organization.

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TALLAHASSEE, FLORIDA

ARTICLE I -- NAME

The name of the limited liability company shall be **R & R ASSOCIATES OF FLORIDA,
L.L.C.** ("Company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the Company shall be:

**2301 Bridgewood Drive
Boca Raton, FL 33434**

ARTICLE III -- INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability Company is:

**555 No. Congress Ave., Suite 301
Boynton Beach, FL 33426**

and the name of its initial registered agent at such address is:

**Kenneth M. Kaleel, Esq.
Kaleel & Associates**

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ARTICLE IV – DURATION

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall be perpetual.

ARTICLE V – MANAGEMENT

The Company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The names and address of the members of the Company are

| NAME | ADDRESS |
|-----------------|---|
| Allan Rosenthal | 2645 Country Golf Drive Wellington, FL 33414 |
| Nat Ross | 2301 Bridgewood Drive Boca Raton, FL 33434 |

ARTICLE VI – ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company only on the unanimous consent of all the members, or as provided in the regulations.

ARTICLE VII – ADMISSION OF NEW MEMBERS

Except as set forth in the regulations, no additional members shall be admitted to the Company except with 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

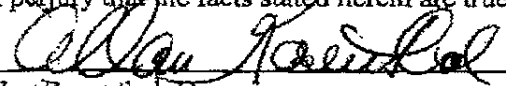
or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all of the members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.


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ARTICLE VIII - MEMBERS' RIGHT TO CONTINUE BUSINESS

The Company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by unanimous vote of all the remaining members.

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



Allan Rosenthal, Organizer


Nat Ross, Organizer

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Allan Rosenthal and Nat Ross, known to me to be and known by me to be the persons who executed the foregoing Articles of Organization, and they acknowledged before me that they executed same.

IN WITNESS WHEREOF, we have set our hands and seal in the State and County aforementioned above this 6th day of January, 2003.


Notary Public, State of Florida at Large
My commission expires:

(Seal)



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

Under the provisions of Chapter 608 F.S., R & R ASSOCIATES OF FLORIDA, L.L.C., a Limited Liability Company, 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 R & R ASSOCIATES OF FLORIDA, L.L.C.
2. The name and street address of the registered agent in Florida are:

**Kenneth M. Kaleel, Esq.
Kaleel & Associates
555 No. Congress Ave., Suite 301
Boynton Beach, FL 33426**

The undersigned, being the person named in the Articles of Organization of R & R ASSOCIATES OF FLORIDA, 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 duties, and is familiar with and accepts the obligations of the position of Registered Agent.


Kenneth M. Kaleel, Esq.
Registered Agent