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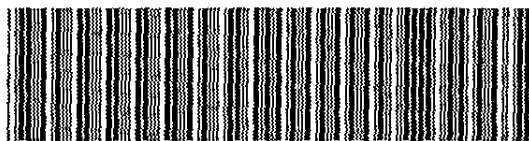
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

J. BRYAN JAN 7 2003

FIELDSTONE LESTER SHEAR & DENBERG
ATTORNEYS & COUNSELORS AT LAW

RONALD FIELDSTONE, P.A.
PAUL A. LESTER, P.A.
DAVID SHEAR, P.A.
MICHAEL B. DENBERG, P.A.

SUNTRUST PLAZA
SUITE 601
201 ALHAMBRA CIRCLE
CORAL GABLES, FLORIDA 33134
TELEPHONE 305.357.1001
FACSIMILE 305.357.1002
E-MAIL: Lee@fslaw.com

OF COUNSEL:

ROBERT E. DADY, P.A.
LEE J. OSIASON, P.A. **

KENNETH R. DREYFUSS
STEVEN W. HELLER*

*ADMITTED IN NEW YORK
AND NEW JERSEY ONLY

**LL.M. TAXATION & FLORIDA BAR
BOARD CERTIFIED IN TAXATION

December 31, 2002

Department of State
Division of Corporations, Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: **DUKES FAMILY MANAGEMENT, L.L.C.**
DUKES FAMILY HOLDINGS, LTD.

Dear Sir or Madam:

I am enclosing herewith the following documents and one check payable to the Florida Secretary of State for the combined stated filing fees of \$312.50, which entities should be formed in the following order:

1. Articles of Organization of the following 4 LLCs:

DUKES FAMILY MANAGEMENT, L.L.C.


Filing fee	\$ 100.00
Registered Agent Fee	\$ 25.00
Certified copy	<u>\$ 30.00</u>
Total	\$ 155.00

2. Certificate of Limited Partnership and Affidavit of Capital Contribution of **DUKES FAMILY HOLDINGS, LTD.**

Filing fee	\$ 70.00
Registered Agent Fee	\$ 35.00
Certified copy	<u>\$ 52.50</u>
Total	\$ 157.50

If you should have any questions please call me at my direct line (305) 357-1001 or my cellular phone (305) 978-7980.

Sincerely,


Lee J. Osiason

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**ARTICLES OF ORGANIZATION
OF
DUKES FAMILY MANAGEMENT, L.L.C.**

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TALLAHASSEE, FLORIDA

ARTICLE I NAME

The name of the limited liability company shall be: **DUKES FAMILY MANAGEMENT, L.L.C.**

ARTICLE II EXISTENCE AND DURATION

The existence of the limited liability company shall be perpetual.

ARTICLE III PURPOSE

This limited liability company is organized for the purpose of purchasing, owning, holding, improving, using, dealing in, managing, selling, mortgaging, pledging, leasing, exchanging, transferring and disposing of property, both real and personal and wherever situated, and shall have all powers necessary or convenient to effect any or all of the purposes for which the company is organized.

ARTICLE IV PRINCIPAL PLACE OF BUSINESS

The mailing and street address of the principal office of the limited liability company is: **12268 S.W. 217th Street, Goulds, FL 33170.**

ARTICLE V INITIAL REGISTERED AGENT

The initial registered agent and street address of the initial registered agent of the limited liability company shall be: **Elijah Dukes, 12268 S.W. 217th Street, Goulds, FL 33170.**

ARTICLE VII MANAGEMENT

The limited liability company is to be managed by a manager, and the name and address of such manager who is to serve as manager is: **Elijah Dukes, 12268 S.w. 217th Street, Goulds, FL 33170.**

**ARTICLE VIII RESTRICTIONS ON MEMBERSHIP AND RIGHT TO CONTINUE
AFTER WITHDRAWAL OF A MEMBER**

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 limited liability company. A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members. Upon the death, retirement, resignation, expulsion,

bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business upon majority consent of such remaining members.

ARTICLE IX CONTRACTING DEBTS

The Manager shall be authorized to incur any liability on behalf of the limited liability company.

ARTICLE X INDEMNIFICATION

This company shall indemnify its Manager to the full extent permitted by the laws of the State of Florida.

In accordance with 608.408(3) F.S. the undersigned member by execution of this affidavit affirms under the penalties of perjury that the facts stated herein are true. Executed by the undersigned member at Miami, Florida this ____ day of December, 2002.

SOLE MEMBER:

By: Elijah Duker
ELIJAH DUKES, as Trustee of the Elijah Dukes Revocable
Trust dated 12/12/02

CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT/REGISTERED OFFICE

Having been named as registered agent of DUKES FAMILY MANAGEMENT, L.L.C. to accept service of process for such limited liability company at the place designated in this certificate, the undersigned accepts such appointment and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent.

Dated this ____ day of December, 2002.

Elijah Duker
ELIJAH DUKES