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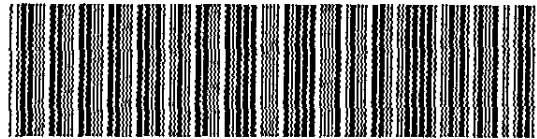
(Business Entity Name)

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

J. BRYAN JAN 28 2003



Alan L. Kuatt  
1522 Lee Street / PO Box 220888  
Hollywood, FL 33020  
954-923-8834

January 24, 2003

Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

To Whom It May Concern:

Please accept the enclosed Articles of Organization for a Florida Limited Liability Company. Please note that we wish to receive a certified copy of the articles once filed. Thus, two copies of the articles are enclosed. A check is enclosed for the \$155 filing fees.

If you have any further questions or needs please contact me at the number above or on my cell phone at 954-448-5950. Thank you.

Sincerely,

  
Alan Kuatt

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**ARTICLES OF ORGANIZATION  
OF  
A & R INVESTMENT HOLDINGS, LLC**

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TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a limited liability company under the Florida limited liability Company Act, Florida Statutes Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

**ARTICLE 1 - NAME**

The name of the limited liability company shall be A & R INVESTMENT HOLDINGS, LLC, ("Company").

**ARTICLE 2 - ADDRESS**

The principal place of business of the Company in Florida shall be 1522 Lee Street, Hollywood, Florida 33020 and the mailing address shall be Post Office Box 220888, Hollywood, Florida 33022.

**ARTICLE 3 - EFFECTIVE DATE**

These Articles of Organization shall be effective immediately upon approval of the Secretary of State, State of Florida.

**ARTICLE 4 - DURATION**

Subject to the provisions of Article 9, the Company's existence shall terminate no later than 99 years from its date of commencement, unless the Company is earlier dissolved as provided in these Articles of Organization.

**ARTICLE 5 - PURPOSES AND POWERS**

The general purpose for which the Company is organized is to engage in real estate holdings and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

**ARTICLE 6 - REGISTERED OFFICE AND REGISTERED AGENT**

The initial address of registered office of this Company is at 1522 Lee Street, Hollywood, FL 33020. The name and address of the registered agent of this Company is Alan Kuatt, 1522 Lee Street, Hollywood, FL 33020.

### **ARTICLE 7 - MANAGEMENT**

The Managers of the Company shall be:

Operating Manager: Alan L. Kuatt

Secretary: Alan L. Kuatt

Treasurer: Alan L. Kuatt

whose addresses shall be the same as the mailing address of the Company.

### **ARTICLE 8 - ADMISSION OF NEW MEMBERS**

No additional member(s) shall be admitted to the Company except with the unanimous written consent of all the member(s) of the Company and upon such terms and conditions as shall be determined by all the member(s). 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 member(s) of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

### **ARTICLE 9 - TERMINATION OF EXISTENCE**

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon 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 the consent of all the remaining members, provided there are at least one remaining member.

### **ARTICLE 10 - INDEMNIFICATION**

The Company shall indemnify managers and officers of the Company who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the manager or officer was a party because the manager or officer is or was a manager or officer of the Company against reasonable attorney fees and expenses incurred by the manager or officer in connection with the proceeding. The Company may indemnify an individual made a party to a proceeding because the individual is or was a manager, officer, employee or agent of the Company against liability if authorized in the specific case after determination, in the manner required by the member(s), that indemnification of the manager, officer, employee or agent, as the case may be, is permissible in the circumstances because the manager, officer, employee or agent has met the standard of conduct set forth by the member(s). The indemnification and advancement of attorney fees and expenses for managers, officers, employees and agents of the Company shall apply when such persons are serving at the Company's request while a manager, officer, employee or agent of the Company, as the case may be, as a manager, officer, partner, trustee, employee or agent of another foreign or domestic Company, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for

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## **ARTICLE 10 – INDEMNIFICATION (Continued)**

profit, as well as in their official capacity with the Company. The Company also may pay for or reimburse the reasonable attorney fees and expenses incurred by a manager, officer, employee or agent of the Company who is a party to a proceeding in advance of final disposition of the proceeding. The Company also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a manager, officer, employee or agent of the Company, whether or not the Company would have power to indemnify the individual against the same liability under the law. All references in these Articles of Organization are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Organization shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a manager, officer, employee or agent of the Company or the ability of the Company otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Organization to "manager", "officer", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

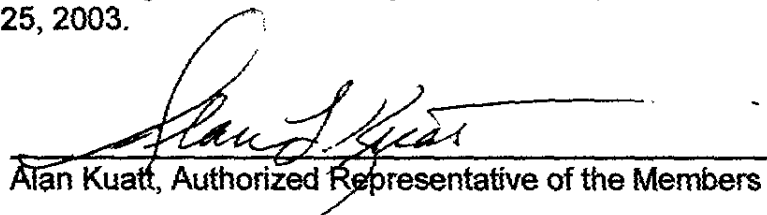
## **ARTICLE 11 - MEMBERS**

The Managers of the Company shall be elected by the member(s) in accordance with regulations adopted by the member(s) 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 name and address of the member(s) of the Company are:

Alan L. Kuatt  
1522 Lee Street  
Hollywood, FL 33020

Ramon Quinones  
1522 Lee Street  
Hollywood, FL 33020

**IN WITNESS WHEREOF**, The undersigned, an authorized representative of the members, has made and subscribed these Articles of Organization at Hollywood, Florida, for the foregoing uses and purposes, this January 25, 2003.

  
Alan Kuatt, Authorized Representative of the Members

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**ACCEPTANCE OF REGISTERED AGENT DESIGNATED**  
**IN ARTICLES OF ORGANIZATION**

Having been named and designated as the Registered Agent and to accept service of process for the above and foregoing Articles of Organization of the above mentioned 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 the position of Registered Agent under Section 608.4155, Florida Statutes and other applicable Florida Statutes.

BY: 

Alan Kuatt, Manager

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