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**CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):**

1. INNOVART, LLC  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
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<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
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<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

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**ARTICLES OF ORGANIZATION**

**OF**

**INNOVART, LLC**

The undersigned does hereby subscribe to and file these Articles of Organization for the purpose of organizing a limited liability company under the Florida Limited Liability Company Act.

**ARTICLE I**

**NAME**

The name of this limited liability company is:

INNOVART, LLC.

**ARTICLE II**

**PURPOSE**

This limited liability company is organized for the purpose of transacting any and all lawful business for which limited liability Companies may be organized under the Florida Limited Liability Company Act. And this limited liability company shall have all the powers of a limited liability company under Chapter 608, Florida Statutes.

**ARTICLE III**

**DURATION**

This limited liability company shall continue in full force until dissolved in a manner provided by law or as provided in the regulations of this limited liability company.

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**ARTICLE IV  
PRINCIPAL OFFICE/MAILING ADDRESS**

The principal office and mailing address of this limited liability company is:

9024 COLLINS AVE. SUITE B  
SURFSIDE, FL. 33154

**ARTICLE V  
INITIAL REGISTERED OFFICE AND AGENT**

The initial registered agent and the street address of the initial register office of this limited liability company in the State of Florida is:

LUCAS D. ALVAREZ  
9024 COLLINS AVE SUITE B  
SURFSIDE, FL. 33154

**ARTICLE VI  
ADMISSION OF ADDITIONAL MEMBERS**

This limited liability company may not admit new members or issue additional member interest without the unanimous consent or vote of the board of managers and the prior written approval of two third of all outstanding member interests (hereafter, a "majority interest of the members"). Capital contributions required of all new members shall be determined by the board of managers at the time of their admission to this limited liability company.

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Except as expressly permitted in the regulations of this limited liability company, no member may sell, assign, pledge or otherwise transfer or encumber (collectively "transfer") all or any part of its member interest in this limited liability company, or suffer the same to be subject, directly or indirectly, to transfer by operation of law, as a result of such member's divorce or marital separation, bankruptcy, court order or otherwise, and no transferee of all or any of the member interest of a member shall be admitted as a substituted member, without, in each such event, having obtained the unanimous consent or vote of the board of managers and prior written approval of a majority in interest of the members (without including the vote, consent or approval of the transferring member).

#### **ARTICLE VII**

#### **RIGHT OF MEMBERS TO CONTINUE BUSINESS**

The members of this limited liability company may continue the business of this limited liability company following 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 his limited liability company if, within ninety (90) days after the occurrence of such event, the business of this limited liability company is continued by the agreement of all the remaining members.

#### **ARTICLE VIII**

This limited liability company has a board of managers and the business and affairs of this limited liability company shall be managed by or under the direction of its board of managers. No member of the limited liability company, in such capacity, shall have any right or authority to act for to bind this limited liability company.

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The board of managers of this limited liability company shall initially consist of two (2). The number of members of the board of managers may be either increased or diminished from time to time as provided in the regulations of this limited liability company but shall never be less than one (1). The manager shall serve until the first annual meeting of the members of this limited liability company or until his successor is elected and qualifies. The name and address of the initial managers of this limited liability company is:

LUCAS D. ALVAREZ  
9024 COLLINS AVE SUITE B  
SURFSIDE, FL. 33154

ADRIAN M. PERALTA  
9024 COLLINS AVE SUITE B  
SURFSIDE, FL. 33154

**ARTICLE IX  
AMENDMENT OF ARTICLES OF ORGANIZATION**

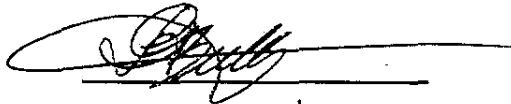
This limited liability company reserve the right to amend or repeal any provisions contained in this Articles of Organization, or any right conferred upon the members is subject to this reservation.

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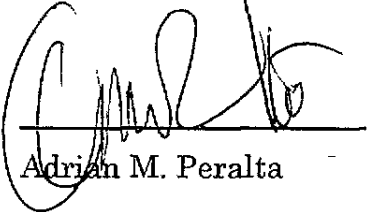
**ARTICLE X  
INDEMNIFICATION**

This limited liability company shall indemnify any member, manager or officer of this limited liability company, or any former member, manager or officer of this limited liability company, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned, being a Manager and authorized representative of the members of this limited liability company, has executed this Articles of Organization this 29<sup>th</sup> day of January, 2003.

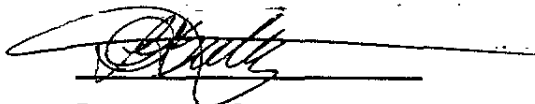


Lucas D. Alvarez



Adrian M. Peralta

THE UNDERSIGNED, NAMED AS THE REGISTERD AGENT IN article V of these Articles of Organization, hereby accepts the appointment as such registered agent, agrees to act in this capacity, and acknowledges that he is familiar with, and accepts the obligations imposed upon register agents under the Florida Limited Liability Company Act. This 29<sup>th</sup> day of January 2003



Lucas D. Alvarez

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