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Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850)205-0383

From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305)634-3694
Fax Number : (305)633-9696

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

03 MAR 26 PM 3:09

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3/26/03

LIMITED LIABILITY COMPANY

7640 CARLYLE HOLDINGS, LLC

Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	\$160.00

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(A)

ARTICLES OF ORGANIZATION
OF
7640 CARLYLE HOLDINGS, LLC

ARTICLE I - NAME

The name of the limited liability company is 7640 CARLYLE HOLDINGS, LLC (the "Company").

ARTICLE II - DURATION

The period of duration for the Company shall be 50 years.

ARTICLE III - ADDRESS

The mailing address and street address of the principal office of the Company is:

C/o Abraham Chehebar
10800 Biscayne Blvd., #770
Miami, FL 33161

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of the limited liability company and the address of the registered office of the Company is:

Abraham Chehebar
10800 Biscayne Blvd., #770
Miami, FL 33161

ARTICLE V - MANAGEMENT

The Company is to be managed by the members:

ARTICLE VI - MANAGING MEMBER:

The Managing Member of the Company is:

Tradepro Holdings, LLC
10800 Biscayne Blvd., #770
Miami, FL 33161

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ARTICLE VII – PURPOSE

This company is organized for the purposes of transacting any and all lawful business authorized to Limited Liability Companies organized in Florida.

ARTICLE VIII – ADMISSION OF ADDITIONAL MEMBERS

The members of the Company shall have the right to admit additional members by the unanimous consent of, and subject to the terms and conditions of, all the remaining members.

ARTICLE IX – MEMBERS RIGHT TO CONTINUE BUSINESS

The members of the Company shall not have the right to continue the business on 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 company, unless the business of the company is continued by the consent of all the remaining members.

IN WITNESS WHEREOF, I have hereunto affixed my hand as a member of this Limited Liability Company on this ___ day of March, 2003.

7640 CARLYLE HOLDINGS, LLC

By: Abraham Chehebar 03/26/03
Tradepro Holdings, LLC,
Managing Member, by its Managing
Member Abraham Chehebar

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CERTIFICATION OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/ REGISTERED AGENT IN THE STATE OF FLORIDA

- 1. The name of the limited liability company is 7640 CARLYLE HOLDINGS, LLC
- 2. The name and address of the registered agent and office is:

Abraham Chehebar
10800 Biscayne Blvd., #770
Miami, FL 33161

Having been named as registered agent and to accept service of process for the above stated limited Liability Company at the place designated on 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.

03/20/03
Date


Abraham Chehebar

STATE OF FLORIDA
TALLAHASSEE

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7640 Carlyle hold reg agent

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