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LIMITED LIABILITY COMPANY**Celestial Investments, LLC**

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ARTICLES OF ORGANIZATION

Article I. Name

The name of this Florida limited liability company is:
Celestial Investments, LLC

Article II. Address

The Company's street and mailing address is:
Celestial Investments, LLC
11900 Biscayne Blvd.
Suite 610
Miami FL 33181

Article III. Registered Agent

The name and street address of the Company's registered agent is:

Rafael Cohen
11900 Biscayne Blvd.
Suite 610
Miami FL 33181

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Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Corporate Creations International Inc.
941 Fourth Street
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Article V. Management

This will be a manager-managed company. The name and address of each manager is:


RAFAEL COHEN
11900 Biscayne Blvd. Suite 610 Miami FL 33181
MICHEL COHEN
11900 Biscayne Blvd. Suite 610 Miami FL 33181
TERRY WALMAN
11900 Biscayne Blvd. Suite 610 Miami FL 33181

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Article VI. Company Existence

The Company's existence shall begin effective as of April 16, 2003.

The undersigned authorized representative of a member executed these Articles of Organization on April 16, 2003.



CORPORATE CREATIONS INTERNATIONAL INC.
Franco E. Cammarata Vice President
by V. Cine as attorney-in-fact

Corporate Creations International Inc.
941 Fourth Street
Miami Beach FL 33139
(305) 672-0686

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STATEMENT OF REGISTERED AGENT

LIMITED LIABILITY COMPANY:

Celestial Investments, LLC

REGISTERED AGENT/OFFICE:

Rafael Cohen
11900 Biscayne Blvd.
Suite 610
Miami FL 33181

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I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



RAFAEL COHEN
by V. Cine as attorney-in-fact

Date: April 16, 2003

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