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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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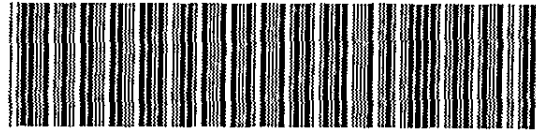
(Business Entity Name)

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FRIEDMAN & FROST, P.L.

ATTORNEYS AT LAW

A PROFESSIONAL LIMITED LIABILITY COMPANY INCLUDING PROFESSIONAL ASSOCIATIONS

1111 BRICKELL AVENUE

SUITE 2050

MIAMI, FLORIDA 33131

IRWIN M. FROST, P.A.
IRWIN M. FROST, ESQ.
BOARD CERTIFIED TAX ATTORNEY

April 10, 2003

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03 APR 16 PM 1:18

SECRETARY OF STATE
WRITER'S DIRECT DIAL
TELEPHONE (305) 374-3001
FACSIMILE (305) 374-3078
E-MAIL: frostlawr@aol.com

Secretary of State
Corporate Records Bureau
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Articles of Organization of TDJ Holdings, LLC

Gentlemen:

Enclosed please find the Articles of Organization for Florida Limited Liability Company for filing, along with our check in the amount of \$160.00 for the following costs:

Filing Fees	\$ 125.00
Certified Copy of the Articles	30.00
Certificate of Status	5.00

Please return a certified copy of the Articles and a Certificate of Status in the enclosed self addressed stamped envelope.

Very truly yours,

IRWIN M. FROST, P.A.


Rosie Zamora, Legal Assistant

/rz

Encls.

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**ARTICLES OF ORGANIZATION
OF
TDJ HOLDINGS, LLC**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

a Florida Limited Liability Company

1. The name of this limited liability company is TDJ HOLDINGS, LLC (the "Company").
2. The Company is being formed for the following purposes:
 - a. To engage in any and all lawful business or activity permitted under the laws of the United States and the State of Florida.
 - b. To generally have and exercise all powers, rights and privileges necessary and incident to carrying out properly the objects herein mentioned.
 - c. To do anything and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any or all of the objects hereinbefore enumerated or incidental to the purposes and powers of the company or which at any time appear conducive thereto or expedient.

This Company shall have all of the powers enumerated in the Florida Limited Liability Company Act, as amended from time to time.

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

*1575 Northpark Drive, #100
Weston, FL 33326*

4. The name and address of the registered agent of the Company is:

*Friedman & Frost, P.L.
Irwin M. Frost, Esq.
1111 Brickell Avenue
Suite 2050
Miami, FL 33131*

5. The Company shall only admit additional members with the unanimous written consent of the Company's Members.

6. The Company shall have perpetual existence unless sooner dissolved in accordance with the Florida Limited Liability Company Act, as amended from time to time. Accordingly, the members may continue the Company and the business of the Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member.
7. The Company is to be managed by one or more managers. The name and address of the initial manager is as follows:

Scott Shear
1575 Northpark Drive, #100
Weston, FL 33326

8. The Company, with the unanimous written consent of the members, shall have the right to amend or repeal any provisions contained in these Articles of Organization or any amendments hereto. Further, the power to adopt, alter, amend or repeal the Company's limited liability company regulations shall be vested in the Company's members.
9. The Company shall indemnify any and all of its members, officers, employees or agents or former officers, employees or agents or any person or persons who may have served at its request as an officer, employee or agent of another company, corporation, partnership, joint venture, trust or other enterprise in which it owns an equity interest or of which it is creditor, to the full extent permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceedings, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or her legal representative may be made a party or may be threatened to be made a party, by reason of her being or having been an officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any officer, employee or agent may be entitled as a matter of law or which she may be lawfully granted.

IN WITNESS WHEREOF, the undersigned member of TDJ HOLDINGS, LLC, has executed these Articles of Organization this 9 day of April, 2003.

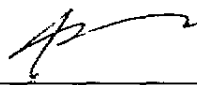
By: 

Irwin M. Frost, Authorized Representative

ACKNOWLEDGMENT OF REGISTERED AGENT

The undersigned, having been named as Registered Agent for TDJ HOLDINGS, LLC, at the place designated in these Articles of Organization, hereby agrees to act in such capacity and to comply with the provisions of law in relation thereto. The undersigned is familiar with the obligations of a Registered Agent under the Florida Limited Liability Company Act.

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CLERK OF STATE
TALLAHASSEE, FLORIDA



Irwin M. Frost

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

FILED

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATE
STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE
STATE OF FLORIDA.

1. The name of the limited liability company is:

TDJ HOLDINGS, LLC

2. The name and the Florida street address of the registered agent are:

Irwin M. Frost, Esq.
Irwin M. Frost, P.A.
1111 Brickell Avenue
Suite 2050
Miami, Florida 33131

Having been named as registered agent and to accept service of process for the above stated 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 my position as registered agent.



Irwin M. Frost, Registered Agent

TDJ HOLDINGS, LLC

Irwin M. Frost, Authorized Representative