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To:

Division of Corporations

Fax Number

: (850)205-0383

Account Name

: CORFORATE CREATIONS INTERNATIONAL INC

Account Number: 110432003053 Phone

: (305)672-0686

Fax Number

(305) 672-9110

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LIMITED LIABILITY COMPANY

Ashton Holdings and Development, LLC

Certificate of Status	1
Certified Copy	0
Page Count	03
Estimated Charge	\$130.00

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ARTICLES OF ORGANIZATION

Article I. Name

The name of this Florida limited liability company is: Ashton Holdings and Development, LLC

Article II. Address

The Company's street and mailing address is: Ashton Holdings and Development, LLC 822 SW Bryan Place Fort Lauderdale FL 33312 USA

Article III. Registered Agent

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

Angelo Barry & Boldt, P.A. 515 East Las Olas Boulevard Suite 850
Fort Lauderdale FL 33301

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.

Bryan Haagenson I FL Bar Member 157627 Angelo Barry & Boldt, P.A. 515 East Las Olas Boulevard Suite 850 Fort Lauderdale FL 33301 954-766-9930 13 APP 29 AM 10: 07

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Article V. Management

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

JULIAN SIEGEL 822 SW Bryan Place Fort Lauderdale FL 33312

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Article VI. Company Existence

The Company's existence shall begin effective as of April 28, 2003.

The undersigned authorized representative of a member executed these Articles of Organization on April 28, 2003.

BRYAN HAAGENSON

by K. Sarria as attorney-in-fact

Bryan Haagenson | FL Bar Member 157627 Angelo Barry & Boldt, P.A. 515 East Las Olas Boulevard Suite 850 Fort Lauderdale FL 33301 954-766-9930

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STATEMENT OF REGISTERED AGENT

LIMITED LIABILITY COMPANY:

Ashton Holdings and Development, LLC

REGISTERED AGENT/OFFICE:

Angelo Barry & Boldt, P.A. 515 East Las Olas Boulevard Suite 850 Fort Lauderdale FL 33301

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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.

ANGELO BARRY & BOLDT, P.A. by K. Sarria as attorney-in-fact

Date: April 28, 2003

Bryan Haagenson I FL Bar Member 157627 Angelo Barry & Boldt, P.A. 515 East Las Olas Boulevard Suite 850 Fort Lauderdale FL 33301 954-766-9930