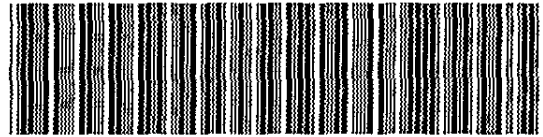


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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA



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(Requestor's Name)

(Address)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: **Z-CONSULT, LLC**

Enclosed is an original and one (1) copy of the articles of organization and a check
For:

\$160.00

(\$100.00 for filing of L.C. &
\$ 25.00 for Designation of Registered Agent &
\$ 30.00 for Certified Copy
\$ 5.00 for Certificate of Status)

FROM: Vivian Volker

100 N. Biscayne Blvd., 21st Fl.
Address

Miami, FL 33132-2304
City, State & Zip

(305) 377-3561
Daytime Telephone Number

ARTICLES OF ORGANIZATION
Z-CONSULT, LLC

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The undersigned member, desiring to form a Limited Liability Company under and pursuant to Chapter 608, Florida Statutes, entitled the Florida Limited Liability Company Act (the "*Act*"), does hereby adopt the following Articles of Organization for such Company:

03 JUN -4 AM 11:03
STATE
TALLAHASSEE, FLORIDA

1. **Name.** The name of this limited liability company is Z-CONSULT, LLC (the "*Company*").
2. **Duration.** The Company shall exist from the date of filing of these Articles of Organization with the Department of State and shall terminate on or before the 31st day of December, 2033.
3. **Purpose.** The Company is organized for the purpose of transacting all lawful activities and businesses that may be conducted by a limited liability company under the laws of Florida and that are permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.
4. **Registered Agent and Office.** The name of the initial registered agent of the Company is Thomas Baur, Esq., c/o Baur & Klein, P.A.. The street address of the initial registered agent of the Company is New World Tower, 21st Floor, 100 N. Biscayne Boulevard, Miami, Florida 33132-2306.
5. **Principal Office: Mailing Address and Street Address.** The street address and mailing address of the Company's principal office is 1200 Bay Drive, Miami Beach, Florida 33141.
6. **Additional Members.** The Company shall have the right to admit additional members to the Company by the affirmative vote of members representing a majority of the membership interests of the Company at the time of admission.
7. **Termination of Membership.** Upon the death, retirement, withdrawal, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event that terminates the continued membership of a member in the Company, the Company shall be dissolved unless the remaining members, by the procedures specified in the Company's Regulations, consent to continue the business of the Company.
8. **Management of the Company.** The business of the Company shall be managed by its members in proportion to their initial contribution to the capital of the Company expressed as a percentage of the total initial capital of the Company. These percentages shall not vary as a function of changes in their capital account balances. The names and addresses of the initial managing member is as follows:

Name

Address

Claudia A. Ziegeler

1200 Bay Drive, Miami Beach, FL 33141

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9. **Regulations; Members' Agreement.** At the time of executing these Articles of Organization, the member(s) of the Company shall adopt Regulations containing all provisions for the regulation and management of this company not inconsistent with law or these articles. The power to alter, amend or repeal the Regulations shall be vested in the member or members of this Company (as the case may be; if more than one member, by vote of members representing a majority of the membership interests of the Company). The member(s) of the Company, if more than one, also may adopt a members agreement containing mutually accepted guidelines regarding the administration and governance of the Company and provisions governing the transfer of membership interests.

10. **Date of Existence of the Company.** The existence of the Company shall commence on the date of filing of the Articles of Organization with the Florida Department of State.

11. **Transfer of Interest.** No member shall have the right to transfer any interest in the Company unless authorized by a vote of the members representing a majority of the membership interests in the Company or otherwise as may be provided in any Members' Agreement.

12. **Certificated Interests.** The members' membership interests in the Company may be evidenced by certificates.

13. **Amendments.** These Articles, except with respect to the vested rights of the members, may be amended from time to time by a vote of members representing a majority of the membership interests of the Company. All members of the Company agree to abide by the majority decision and agree to sign the certificate of amendment corresponding to such amendments for the purpose of filing with the Florida Department of State, consistent with the Act.

The undersigned, as member of the Company, executed these Articles of Organization effective as of the 30th day of May, 2003.

By: _____

Name: Claudia A. Ziegeler, Member

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Z-CONSULT, LLC

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE TO SERVE AS REGISTERED AGENT

The undersigned, THOMAS BAUR, 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, hereby accepts the appointment as registered agent and agrees and consents to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the duties and obligations of his position as registered agent as provided for in Chapter 608, F.S..

DATED this 30th day of May, 2003.



Thomas Baur