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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

LIMITED LIABILITY COMPANY

unicel holdings llc

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**ARTICLES OF ORGANIZATION
OF
UNICEL HOLDINGS LLC**

The undersigned, being a duly authorized representative of a member, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

ARTICLE I

The name of the limited liability company is **UNICEL HOLDINGS LLC**, a Florida limited liability company, (the "Company").

**ARTICLE II
ADDRESS**

The principal office and mailing address of the Company is:

520 Brickell Key Drive
Suite 0-305
Miami, FL 33131

**ARTICLE III
REGISTERED AGENT AND OFFICE**

The Company designates 520 Brickell Key Drive, Suite 0-305, Miami, Florida 33131 as the street address of the initial registered office of the Company and names Transglobal Corporate Administration, Inc. as the Company's initial registered agent at that address to accept service of process within this state.

**ARTICLE IV
MANAGEMENT**

The Company shall be conducted, carried on, and managed by Managers. The Managers shall also have the rights and responsibilities described in the Operating Agreement of the Company. The Managers shall serve in such capacity until their successors are duly elected and qualified.

INSTRUMENT PREPARED BY:
FREEMAN, BUTTERMAN, HABER, ROJAS & STANHAM, LLP.
Robert M. Haber, Esq.
520 Brickell Key Drive, Suite 0-305
Miami, Florida 33131 (305) 374-3800
FBN - 0131614

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ARTICLE V
DURATION AND CONTINUATION

The period of the Company's duration shall commence with the filing of these Articles of Organization with the Secretary of State, and shall continue perpetually, unless terminated (i) in accordance with the Company's Operating Agreement, or (ii) by the written agreement of a majority of ownership interest.

ARTICLE VI
PURPOSE

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.


ARTICLE VII
ADDITIONAL MEMBERS

Additional Members may be admitted upon the approval of a majority of the ownership interest of the Company, upon the written application of such new Member, in the manner set forth in the Operating Agreement of the Company.

ARTICLE VIII
OPERATING AGREEMENT

The power to adopt, alter, amend, or repeal the Operating Agreement of the Company shall be vested in the Members of the Company in the manner set forth in the Operating Agreement of the Company.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 19th day of June, 2003.



Robert M. Haber
Duly Authorized Representative

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ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for , to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and acknowledge that the undersigned is familiar with, and accepts, the obligations of such position on this 19th day of June, 2003.

TRANSGLOBAL CORPORATE
ADMINISTRATION, INC.



By: Hildie Lorie-Aristondo, Director/Vice President

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