

Division of Corporations

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To: Division of Corporations
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From: Account Name : NEWMAN, POLLOCK & KLEIN, LLP.
Account Number : I20010000001
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TALLAHASSEE, FLORIDA

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LIMITED LIABILITY COMPANY

LEVEL 3 GROUP, LLC

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$125.00

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**ARTICLES OF ORGANIZATION
OF
LEVEL 3 GROUP, LLC
A Florida limited liability company**

The undersigned, as an authorized representative of Level 3 Group, LLC, executes these Articles of Organization for the purpose of forming a limited liability company, pursuant to Section 608.407 of the Florida Limited Liability Company Act (the "Act"), and does hereby make, subscribe and file these Articles of Organization.

ARTICLE I – NAME

The name of this limited liability company (the "Company") is Level 3 Group, LLC.

ARTICLE II – ADDRESS

The mailing address and street address of the principal office of the Company shall be:

1301 NW 17th Avenue
Boca Raton, Florida 33486

ARTICLE III – INITIAL REGISTERED OFFICE AND AGENT

The street address of the Company's initial registered office and the name of the initial registered agent for the Company shall be

Jeffrey G. Klein, Esq.
c/o Newman, Pollock & Klein, LLP
2101 NW Corporate Blvd.
Suite 414
Boca Raton, Florida 33431

ARTICLE IV – DURATION

Except as provided in the Company's Operating Agreement and Regulations (the "Operating Agreement"), the duration of the Company shall be perpetual.

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ARTICLE V - PURPOSE AND POWERS

The purpose of the Company is to transact any and all lawful business for which companies may be formed under the Act and all amendments and supplements thereto, or any law enacted to take the place thereof.

The Company shall have the power to do everything necessary, proper, advisable, or convenient for the accomplishment of its purpose, provided the same shall not be inconsistent with the laws of the State of Florida.

ARTICLE VI- INDEMNIFICATION

The Company hereby agrees to indemnify each manager, managing member, officer, employee and agent of the Company to the extent authorized by, and in accordance with the provisions of Fla. Statutes §608.4229.

ARTICLE VII - MANAGEMENT

The Company shall be managed by the manager (the "Manager"). The vote of each member shall be in proportion to the Participation of the member unless otherwise provided in the Operating Agreement.

The name and address of the initial Manager who is to serve as the Manager of the Company until its successor is duly appointed and qualified is:

NAME**ADDRESS**

Robert Plasencia

1301 NW 17th Avenue
Boca Raton, Florida 33486

ARTICLE VIII - LIMITATION ON AGENCY AUTHORITY TO MEMBERS

Except as specifically authorized by the Manager, no member of the Company (a "Member") is an agent of the Company or has the authority to make any contracts, enter into any transactions, or otherwise make any commitments on behalf of the Company.

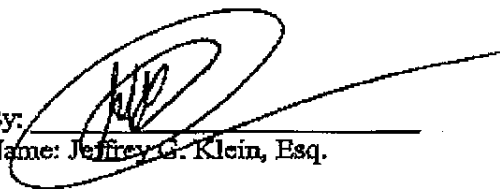
ARTICLE IX - RELATIONSHIP OF ARTICLES OF ORGANIZATION TO OPERATING AGREEMENT

If any provisions of these Articles of Organization differ or otherwise conflict with any provision of the Operating Agreement, then, to the extent allowed by applicable law, the Operating Agreement shall govern.

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IN WITNESS WHEREOF, the undersigned organizer has executed these Articles of Organization at Boca Raton, Florida, on this 18th day of June, 2003.

AUTHORIZED REPRESENTATIVE:

By: 
Name: Jeffrey G. Klein, Esq.

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TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE
OF
LEVEL 3 GROUP, LLC**

PURSUANT TO THE PROVISIONS OF SECTIONS 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED AGENT/REGISTERED OFFICE, IN THE STATE OF FLORIDA.

COMPANY

The name of the limited liability company is Level 3 Group, LLC.

REGISTERED AGENT/OFFICE

The name and address of the registered agent and office is

Jeffrey G. Klein, Esq.
c/o Newman, Pollock & Klein, LLP
2101 NW Corporate Blvd., Suite 414
Boca Raton, Florida 33431

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PALM BEACH COUNTY, FLORIDA

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.

NEWMAN, POLLOCK & KLEIN, LLP

By: 

Print name: Jeffrey G. Klein, Esq.

Title: Partner

Date: June 18, 2003