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LIMITED LIABILITY COMPANY

pompeii holdings, llc

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ARTICLES OF ORGANIZATION OF

POMPEII HOLDINGS, LLC

The undersigned hereby declare that the following Articles shall be the charter and authority for the conduct of business a limited liability company (the "Company") under the laws of the State of Florida.

ARTICLE I

NAME

The name of the Company shall be POMPEII HOLDINGS, LLC.

ARTICLE II

PURPOSE AND POWERS

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

The Company shall have 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 III

CAPITAL CONTRIBUTIONS

Capital contributions will be made as required for business purposes, as determined by unanimous consent of the members or as otherwise agreed to in the Operating Agreement of the Company.

THIS INSTRUMENT PREPARED BY:

Donald R. Tescher, Esq.
Florida Bar No. 121086
Tescher Gutter Chaves Josepher Rubin Ruffin & Forman, P.A.
2101 Corporate Blvd., Suite 107
Boca Raton, FL 33431
Tel: (561) 998-7847

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ARTICLE IV

PARTICIPATION

The participation ("Participation") of the initial members shall be as unanimously agreed to by the initial members in the Operating Agreement or other writing of those members. The Participation of the members may be changed thereafter by unanimous agreement of the members, provided that the interest of a person or entity that is not a member but has an interest in the profits, losses, or assets of the Company by reason of a transfer of a member's interest in the Company without the consent of the Company may not be reduced without the consent of such person or entity. No amendment to these Articles shall be required by reason of a change in Participation. Membership in the Company shall not be represented, determined, nor established through the use of certificates except as may be expressly provided in the Operating Agreement.

ARTICLE V

OPERATING AGREEMENT

At the first meeting of the members after the execution of these Articles, the members shall adopt an Operating Agreement containing provisions for the regulation and management of the affairs of the Company, not inconsistent with law or these Articles. The power to adopt, alter, amend or repeal the Operating Agreement shall be vested in the members and shall require their unanimous consent and agreement in regard to any vested right of a member (which shall include any provisions hereof requiring the unanimous approval of the members, the admission of members, and any member rights to or in profits, losses, or assets of the Company), or otherwise by a majority vote of the members by percentage Participation.

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ARTICLE VI

PRINCIPAL PLACE OF BUSINESS

The mailing address and street address of the principal office of the Company is 2127 Brickell Avenue, Penthouse 3602, Miami, Florida 33133.

ARTICLE VII

MANAGEMENT AND MEMBERS

The Company shall be managed by the members.

Decisions on all matters reserved for the members shall be by majority vote of the Members

unless specified to the contrary herein or in the Operating Agreement. The vote of each member shall be in proportion to the Participation of the member unless otherwise provided in the Operating Agreement.

ARTICLE VIII
REGISTERED OFFICE AND
REGISTERED AGENT

The address of the registered office of the Company is 2101 Corporate Blvd., Suite 107, Boca Raton, Florida 33431 and the name of its initial registered agent at such address is M & W Agents, Inc.

ARTICLE IX
PROFITS, LOSSES AND DISTRIBUTION

Each member shall share in the net profits or losses from the operation of the business of the Company and in the distribution of the property of the Company in the same proportion as the member's Participation, or as may be adjusted from time to time by reason of additional investments or agreement of the members as reflected in the Operating Agreement.

ARTICLE X
RESTRICTIONS ON MEMBERSHIP

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the Company.

A member's interest in the Company may not be sold or otherwise transferred or assigned except with unanimous written consent of all members. In the absence of such unanimous written approval, the transferee of the interest of any member shall not become a member and shall have no right to participate in the management of the business and affairs of the Company, but shall be entitled to receive only the share of the profits or losses and return of contribution to which the transferor member would be entitled except as otherwise agreed to in writing by all members or in the Operating Agreement.

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ARTICLE XI

AMENDMENT TO ARTICLES

These Articles may be amended at any time by a majority vote of the members by percentage Participation, except with respect to the vested rights of the members (which shall include any provisions hereof requiring the unanimous approval of the members, the admission of members, and any member rights to or in profits, losses, or assets of the Company) which shall require unanimous vote of the members for amendment, or as otherwise provided by law.

Any amendment shall be signed by all members and an amendment adding a new member shall be signed by the member to be added. As a condition of membership, all members agree to execute such documents as may be required to effectuate duly authorized amendments to these Articles.

ARTICLE XII

DISSOLUTION

The Company shall be dissolved upon the occurrence of any event giving rise to dissolution under the Operating Agreement, or as otherwise provided under Florida law.

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The undersigned, being the original members of the Company, hereby certify that the foregoing constitutes the Articles of Organization of POMPEII HOLDINGS, LLC.

Executed by the undersigned on June 30, 2003.

MEMBER:

BY: Leo Martin
LEO MARTIN, Manager

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REGISTERED AGENT ACCEPTANCE

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, the undersigned hereby accepts the appointment as registered agent and agrees 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 its duties, and is familiar with and accepts the obligations of its position as registered agent as provided for in Chapter 608, F.S.

Dated: June 30, 2003.

By: [Signature]
DONALD R. TESCHER, Authorized
Officer

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