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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Law Offices*  
**BERMAN & BERMAN, P.A.**  
13500 N. KENDALL DRIVE  
SUITE 129  
MIAMI, FLORIDA 33186  
(305) 387-3351  
FAX (305) 387-1929

DAVID M. BERMAN  
J.D., LL.M. (TAXATION)  
PAUL F. BERMAN

bermanlaw@earthlink.net

June 24, 2003

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

RE: SPOELE LLC

Dear Sir or Madam:

Enclosed please find the Articles of Organization of SPOELE LLC to be processed. I have enclosed check #7841 in the amount of \$160.00 to cover filing fees as well as the cost of a certificate of status and a certified copy of the aforementioned articles. In addition, enclosed please find a return envelope for your convenience in returning the documents to our office.

Very Truly Yours,

LAW OFFICES OF  
BERMAN & BERMAN, P.A.

By: Audra M. Berman  
Audra M. Berman, CLAS

FILED  
JUN 26 AM 8:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION  
OF  
SPOELE L.L.C  
A FLORIDA LIMITED LIABILITY COMPANY**

**ARTICLE I: NAME**

The name of this Limited Liability Company shall be SPOELE L.L.C.

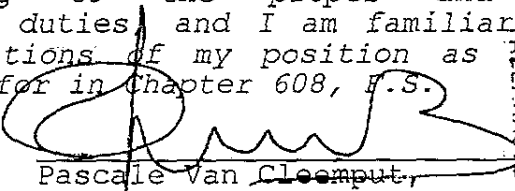
**ARTICLE II: PURPOSE**

The company may engage in any lawful business.

**ARTICLE III: RESIDENT AGENT**

The name and Florida street address of the registered agent are:  
Pascale Van Cleemput - 3515 NW 113<sup>th</sup> Court; Miami, FL 33178

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 as provided for in Chapter 608, F.S.

  
Pascale Van Cleemput,  
Registered Agent

**ARTICLE IV: PRINCIPAL OFFICE**

The mailing address and street address of the principal office of the Limited Liability Company is: 3515 NW 113<sup>th</sup> Court; Miami, FL 33178

**ARTICLE V: MANAGEMENT**

The company shall be managed by the members.

**ARTICLE VI: DURATION**

The company's existence shall be perpetual.

**ARTICLE VII: POWERS**

The company shall have all the powers authorized by law or statute.

**ARTICLE VIII: MEMBER LIABILITY**

Members shall not be personally liable for the debts, obligations, or liabilities of the company.

**ARTICLE IX: ADDITIONAL MEMBERS**

The company may admit additional members at any time and in any

manner by the unanimous written consent of the members.

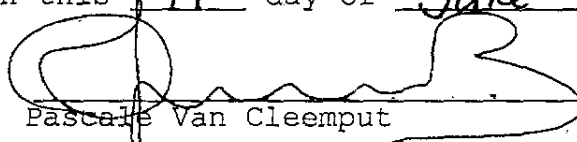
**ARTICLE X: AMENDMENT**

The power to amend, alter or repeal these articles of organization shall be vested in the members. The articles of organization may be amended at any time and in any manner by the unanimous written consent of the members.

**ARTICLE XI: CERTIFICATES**

The company has the authority and shall issue Certificates of Membership to each member evidencing that member's interest in the company. Certificates of Membership shall be signed by an officer of the company.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Organization this 17 day of June, 2003.

  
Pascale Van Cleemput

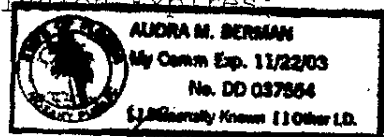
STATE OF FLORIDA)  
                                  ) SS:  
COUNTY OF DADE )

Before me, a Notary Public authorized to take acknowledgements in the State and County seat above, personally appeared Pascale Van Cleemput, known to me and known by me to be the person who executed the foregoing Articles of Organization, and Pascale Van Cleemput acknowledged before me that she executed those Articles of Organization.

03 JUN 26 PM 8:00  
SECRET  
STATE  
TALLAHASSEE  
FLORIDA

IN WITNESS WHEREOF, I have, hereunto, set my hand and affixed my official seal, in the State and County aforesaid, this 17 day of June, 2003.

My Commission Expires:



  
NOTARY PUBLIC  
STATE OF FLORIDA

Personally known \_\_\_\_\_  
Produced identification \_\_\_\_\_  
If produced identification, \_\_\_\_\_  
Type \_\_\_\_\_