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Nestor B. Gorfinkel Chartered

Attorney & Counselor At Law

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Via Federal Express: TRK # 7929-1860-9467

June 30, 2003

Department of State
Registration Section
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

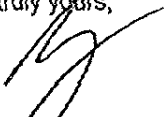
RE: Transmittal Letter for Florida Limited Liability Company;
Subject: Goldgrain, LLC

Dear Sir or Madame:

Enclosed please find an original and one copy of the Articles of Organization of the above proposed company, together with a check in the amount of \$130.00 (\$100.00 filing fee, \$25.00 designation of registered agent fee and \$5.00 for certificate of status).

If you have any questions, please feel free to contact me.

Very truly yours,


Nestor B. Gorfinkel
NBG/msg

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**ARTICLES OF ORGANIZATION
FOR FLORIDA LIMITED LIABILITY COMPANY**

ARTICLE I – Name:

The name of the Limited Liability Company shall be:

GOLDGRAIN, LLC

ARTICLE II – Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

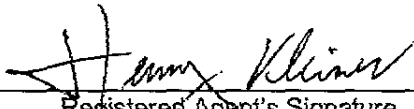
**17100 NE 11 Court
North Miami Beach, Florida 33162**

ARTICLE III - Registered Agent, Registered Office & Registered Agent Signature:

The name and the Florida street address of the registered agent are:

**Henry Kleiner
17100 NE 11 Court
North Miami Beach, Florida 33162**

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 obligations of my position as registered agent as provided for in Chapter 608, F.S.



Registered Agent's Signature


Article IV – Management:

The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager - managed company.

THE UNDERSIGNED MEMBERS has executed this Articles of Organization this ____ day of June, 2003.



Henry Kleiner, Member



George Weisselberger, Member

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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