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(Requestor's Name)

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(City/State/Zip/Phone #)

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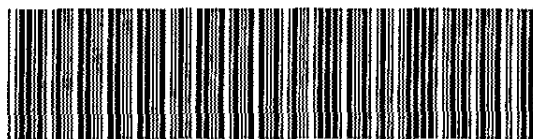
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FL 32310

Michele A. Cavallaro, P.A.

215 North Federal Highway

Dania Beach, FL 33004

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July 1, 2003

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

Re: Starion Investments, LLC

Enclosed please find the original plus one (1) copy of the Articles of Organization and Designation of Registered Agent for the above company. Also enclosed is a check in the sum of \$130.00 for filing fees and a certificate of status.

If you have any questions, please do not hesitate to contact me.

Sincerely,



MICHELE A. CAVALLARO, ESQ.

Encl.

MAC/tz

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3 JUL -3 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
STARION INVESTMENTS, LLC

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be Starion Investments, LLC ("company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company is 101 Giardino Drive, Islamorada, FL 33036.

ARTICLE III -- DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State or on another effective date as specified. The company's existence shall be perpetual unless the company is dissolved earlier as provided in these articles of organization or in the regulations.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the state of Florida are Michele Cavallaro, Esq., 215 Federal Hwy, Dania Beach, FL 33004.

ARTICLE V -- ADMISSION OF NEW MEMBERS

Except as set forth in the regulations, no additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all of the members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

ARTICLE VI -- MEMBERS' RIGHT TO CONTINUE BUSINESS

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by unanimous vote of all the remaining members.

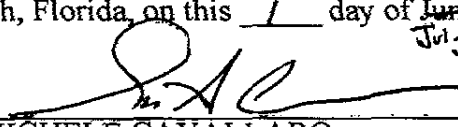
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03 JUN 23 AM 8 00
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TALLAHASSEE, FLORIDA

ARTICLE VII -- MANAGEMENT

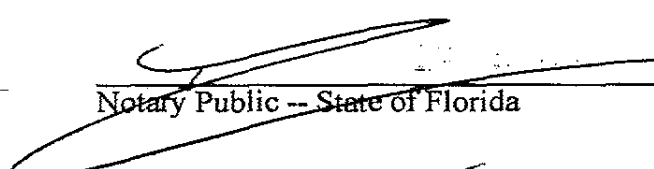
The company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The names and addresses of the members of the company are:

<u>Name</u>	<u>Address</u>
Michael Cavallaro	101 Giardino Dr, Islamorada, FL 33036
Nancy Brown Cavallaro	101 Giardino Dr, Islamorada, FL 33036

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these articles of organization at Dania Beach, Florida, on this 1 day of July, 2003.


MICHELE CAVALLARO
Authorized Representative of Michael Cavallaro,
Member

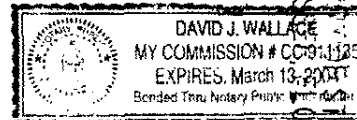
Sworn to and subscribed before me this 1 day of July, 2003, by Michele Cavallaro.


Notary Public -- State of Florida

Personally Known
OR
Produced Identification

Type of Identification Produced

(Seal)



03 JUL 9 AM '03
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/OFFICE
FOR
STARION INVESTMENTS, LLC

Under the provisions of F.S. 608.414 or 608.507, STARION INVESTMENTS, LLC, submits the following statement to designate a registered office and registered agent in the state of Florida:

1. The name of the limited liability company is STARION INVESTMENTS, LLC.
2. The name and street address of the registered agent in Florida are:

Michele Cavallaro, Esq.
Michele A. Cavallaro, P.A.
215 N Federal Hwy
Dania Beach, FL 33004

The undersigned, being the person named in the articles of organization of STARION INVESTMENTS, LLC, as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the articles of organization, and 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 his or her duties, and is familiar with and accepts the obligations of the position of registered agent.



Registered Agent
MICHELE CAVALLARO, ESQ.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03 JUL -3 AM 8:00

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