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SECTION OF STATE

HARRISON, HENDRICKSON & KIRKLAND, P.A.

ATTORNEYS AT LAW 1206 Manatee Avenue West Bradenton, Florida 34205-7518 (941) 746-1167

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EDWIN T. MULOCK, P.A. Of Counsel

Please Reply To: Post Office Box 400 Bradenton, Florida 34206-8400

Fax: (941) 746-9229

Secretary of State Corporate Division Post Office Box 6327 Tallahassee, FL 32314

Re: Brooklyn Equities, LLC

Ladies or Gentlemen:

Enclosed in duplicate are the Articles of Organization for the above captioned limited liability company together with the certificate designating the Registered Agent. We also enclose our check in the amount of \$125.00 to cover the filing fee.

Please forward the receipted copy to me at the above post office address. Thank you for your cooperation in this matter.

Very truly yours,

HARRISON, HENDRICKSON

ÆKIRKAAND, P.A.

Thomas W. Harrison

TWH:gb Enclosures

ARTICLES OF ORGANIZATION

FOR

BROOKLYN EQUITIES., LLC

The undersigned, organizing Member of a Limited Liability Company to be formed under the Florida Limited Liability Company Act, as Amended (the "Act"), hereby forms a Florida Limited Liability Company (the "Company") pursuant to the Act, and hereby set forth the following Articles of Organization (the "Articles"):

ARTICLE I

Name

The name of the Company is BROOKLYN EQUITIES, LLC.

ARTICLE II

Commencement Date and Duration

The Company's existence shall commence on the date these Articles are filed with the Florida Department of State, and shall continue perpetually until dissolved in accordance with Section 608.441 of the Act.

ARTICLE III

Purpose

The Company is created for purposes of engaging in any lawful activity deemed appropriate by the members from time to time.

ARTICLE IV

Principal Office

The street address of the principal office of the Company shall be 968 Harbor View North, Hollywood, Florida 33019, and the mailing address shall be the same.

ARTICLE V

Registered Agent and Office

The initial registered agent for the Company shall be ANTONINO MARLETTA, and the address of the registered agent for service of process shall be 968 Harbor View North, Hollywood, Florida 33019.

ARTICLE VI

Management of Business

The Company shall be Member managed.

ARTICLE VII

<u>Powers</u>

The Company shall have all of the powers and authority set forth in Section 608.404 of the Act.

ARTICLE VIII

Operating Agreement

An Operating Agreement shall be prepared and adopted to govern the internal affairs of the Company containing such provisions as may be necessary, reasonable, or desirable, except that no provision of such Operating Agreement may conflict with the provisions of these Articles unless permitted herein. The power to adopt, alter, amend, or repeal the Operating Agreement shall be set forth in the Operating Agreement.

IN WITNESS WHEREOF, the undersigned organizing member of BROOKLYN EQUITIES, LLC, has executed these Articles of Organization this 22 day of August, 2003.

ANTONINO MARLETTA
Organizing Member

STATE OF FLORIDA COUNTY OF Mani Sala

The foregoing instrument was acknowledged before me this Anday of Wall 2003 by ANTONINO MARLETTA who is personally known to me and did not take an oath.

Signature of Person Taking Acknowledgment

Name of Acknowledger Typed, Printed or Stamped

My commission expires:

OFFICIAL NOTARY SEAL
YVONNE M SMITH
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC976932
MY COMMISSION EXP. NOV. 20,2004

CERTIFICATE OF DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT FOR BROOKLYN EQUITIES, LLC

The undersigned, having been named Registered Agent and designated to accept service of process for the above-stated Limited Liability Company pursuant to the provisions of Section 608.415, <u>Florida Statutes</u>, at the place designated herein, hereby accepts the appointment as registered agent and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relative to the proper and complete performance of the duties of registered agent, and acknowledges familiarity with, and accepts, the obligations of that position.

Dantonino Wan letta ANTONINO MARLETTA

DATED: August 22, 2003

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