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Division of Corporations

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Fax Number : (850) 205-0383

From:

Account Name : STUART B. KLEIN, P.A.

Account Number : I20020000071

Phone : (561) 478-1566

Fax Number : (561) 478-9931

LIMITED LIABILITY COMPANY

Carina Acquisitions #1, LLC

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ARTICLES OF ORGANIZATION OF CARINA ACQUISITIONS #1, LLC

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes, Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be Carina Acquisitions #1, LLC.

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the limited liability company shall be 7100 Fairway Drive, Suite 28, Palm Beach Gardens, Florida 33418.

ARTICLE III -- DURATION

This limited liability company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The limited liability company's existence shall be perpetual, unless the company is earlier dissolved as provided in these articles of organization or operating agreement.

ARTICLE IV -- PURPOSE

The purposes for which this limited liability company is organized is to engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or and other state, county, territory or nation.

ARTICLE V -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the limited liability company in the State of Florida is:

Stuart B. Klein
Stuart B. Klein, P.A.
1551 Forum Place, Suite 400B
West Palm Beach, FL 33401
Phone: (561) 478-1566
Facsimile: (561) 478-9931

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ARTICLE VI -- ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the limited liability company except with the unanimous written consent of all the members of the limited liability 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 limited liability company as set forth in the operating agreement for the limited liability company, but the transferee shall have no right to participate in the management of the business and affairs of the limited liability company or become a member unless all the other members of the limited liability company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VII -- TERMINATION OF EXISTENCE

The limited liability company shall be dissolved on the occurrence of any dissolution event set forth in the Florida Limited Liability Company Act, Florida Statutes, Chapter 608, or at such time as specified in the operating agreement.

ARTICLE VIII -- MANAGEMENT

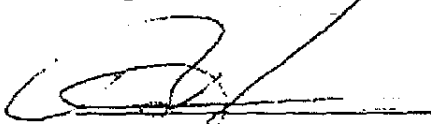
The limited liability company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the limited liability company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with Florida law or these Articles of Organization.

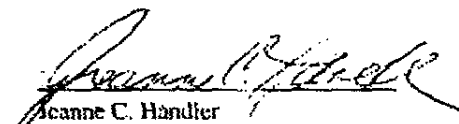
The name and address of the initial members of the limited liability company is:

Brett D. Handler
7100 Fairway Drive, Suite 28
Palm Beach Gardens, FL 33418

Jeanne C. Handler
7100 Fairway Drive, Suite 28
Palm Beach Gardens, FL 33418

IN WITNESS WHEREOF, the undersigned organizer have made and subscribed these articles of organization in Palm Beach County, Florida, on this 7 day of October, 2003.


Brett D. Handler
7100 Fairway Drive, Suite 28
Palm Beach Gardens, FL 33418


Jeanne C. Handler
7100 Fairway Drive, Suite 28
Palm Beach Gardens, FL 33418

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**STATE OF FLORIDA
COUNTY OF PALM BEACH**

SWORN TO AND SUBSCRIBED before me, a Notary Public in and for said County and State, this the 9th day of October, 2003, by Brett D. Handler and Jeanne C. Handler, who is personally known to me or produced Florida Driver's Licenses as identification.



Camille Coolidge
Commission # CC882058
Expires Oct. 24, 2003
Bonded Thru
Atlantic Bonding Co., Inc.

Notary Public

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization of Carina Acquisitions #1, LLC, as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated limited liability 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 duties, and is familiar with and accept the obligations of the position of registered agent.

Stuart B. Klein
Stuart B. Klein, P.A.
1551 Forum Place, Suite 400B
West Palm Beach, FL 33401
Phone: (561) 478-1566
Registered Agent

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