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LIMITED LIABILITY COMPANY

am holdings, l.l.c.

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ARTICLES OF ORGANIZATION
FOR
AM HOLDINGS, L.L.C.
(A Florida Limited Liability Company)

ARTICLE I - Name:

The name of the limited liability company is "AM HOLDINGS, L.L.C." (the "Limited Liability Company").

ARTICLE II - Duration:

The period of duration for the Limited Liability Company shall commence on the date on which these Articles of Organization are filed with the Department of State of the State of Florida, and shall be perpetual.

ARTICLE III - Purpose:

The Limited Liability Company is formed to engage in any lawful act or activity for which limited liability companies may be organized under the Florida Limited Liability Company Act (Section 608.401, et. seq., Florida Statutes).

ARTICLE IV - Address:

The mailing and street address of the principal office of the Limited Liability Company shall be 333 W. 41st Street, Suite 660, Miami Beach, Florida 33140

ARTICLE V - Management:

The management of the Limited Liability Company is reserved to the members. The members of the Limited Liability Company are:

Michael Love
5700 La Gorce Drive
Miami Beach, Florida 33140

Andrea Love
5700 La Gorce Drive
Miami Beach, Florida 33140

ARTICLE VI - Registered Agent:

The registered agent for service of process on the Limited Liability Company shall be Krongold & Singer, P.L., 201 Alhambra Circle, Suite 801, Coral Gables, Florida 33134.

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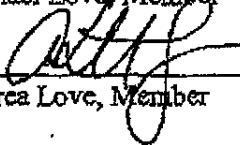
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IN WITNESS WHEREOF, the undersigned hereby affirm under the penalties of perjury that the facts stated hereinabove are true and have executed this instrument as of this 9 day of October, 2003.



Michael Love, Member



Andrea Love, Member

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named to accept service of process for the above stated Limited Liability Company, Krongold & Singer, P.L., states that it is familiar with and hereby agrees to act in this capacity, and agrees to comply with the obligations of said position.

Dated this 9 day of October, 2003.

Krongold & Singer, P.L.,
Registered Agent.

By: 
-- Randi M. Krongold, Esq.

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