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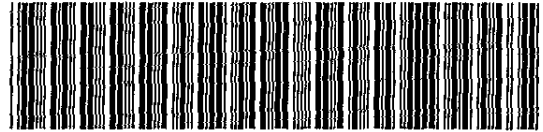
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**ROTH & SCHOLL**  
ATTORNEYS AT LAW  
1500 SAN REMO AVENUE  
SUITE 176  
CORAL GABLES, FLORIDA 33146

TELEPHONE: (305) 662-4141  
FAX: (305) 662-3816  
e-mail: rothlaw@bellsouth.net

JEFFREY C. ROTH, P.A.  
DENNIS SCHOLL, P.A.

October 31, 2003

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

Re: Morada Nine Holdings, L.L.C.

Dear Sir:

Enclosed are the original and one copy of the Articles of Organization for the above limited liability company. Also enclosed is a check in the amount of \$125.00, representing your filing fee. Please file the enclosed articles of organization and forward me written confirmation of the same. Thank you for your anticipated prompt attention to the foregoing.

Very truly yours,

*Jeffrey C. Roth*  
JEFFREY C. ROTH

JCR/gkm  
Encls.

cc: Mr. Dennis Scholl (with encls.)

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**ARTICLES OF ORGANIZATION  
OF  
MORADA NINE HOLDINGS, L.L.C.**

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statutes Chapter 608, entitled the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization:

**ARTICLE I  
NAME**

The name of this Limited Liability Company shall be MORADA NINE HOLDINGS, L.L.C.

**ARTICLE II  
DURATION**

This Limited Liability Company shall exist for not more than fifty years from the filing date of these Articles with the Office of the Secretary of State.

**ARTICLE III  
PURPOSE**

The Limited Liability Company is being formed for the purpose of engaging in any activities or business permitted for a limited liability company under the laws of the State of Florida. The Limited Liability Company shall have all of the powers vested in a limited liability company organized under and existing by virtue of the laws of the State of Florida.

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**ARTICLE IV  
PLACE OF BUSINESS AND REGISTERED AGENT**

The initial principal place of business and the initial mailing address of this Limited Liability Company shall be 1500 San Remo Avenue, Suite 176, Coral Gables, FL 33146, provided that the principal place of business may be changed from time to time and the Limited Liability Company may have such other place or places of business as the members from time to time may determine. The name and address of the original registered agent of this Limited Liability Company is Jeffrey C. Roth, Roth & Scholl, 1500 San Remo Avenue, Suite 176, Coral Gables, FL 33146.

**ARTICLE V  
CONTRIBUTIONS TO CAPITAL**

The initial capital of this Limited Liability Company shall consist of the sum of not less than \$100.00 contributed by its member(s) in money or in property, the fair market value thereof being determined by agreement of all the members. No additional contributions will be required to be made, but may be made, by any member of this Limited

Liability Company, upon unanimous approval of the members.

**ARTICLE VI**  
**ADMISSION OF ADDITIONAL MEMBERS**  
**AND**  
**TRANSFER OF MEMBERS' INTEREST**

No person shall be admitted as an additional member of this Limited Liability Company, without the unanimous approval of the members holding a majority of the interests in the Company.

A member's interest in this Limited Liability Company shall not be transferred, whether voluntarily or involuntarily, by operation of law, by execution or levy of judgment or lien, by judgment or order of court or by any other means, without the unanimous approval of the remaining members, which they shall not be required to give. Without the unanimous approval of the remaining members, any such putative transfer of a member's interest shall not entitle the transferee to become a member of or to participate in the management of this Limited Liability Company and shall entitle the would-be transferee solely to and as a charge upon (i) the share of income of, and (ii), when, as and if declared unanimously by the remaining members, distributions, by way of profits, return of capital or otherwise, from this Limited Liability Company, in each case with respect to the would-be transferor's share thereof and interest in this Limited Liability Company, but not including any compensation paid to the would-be transferor for services rendered to this Limited Liability Company.

**ARTICLE VII**  
**MEMBERS AND MANAGEMENT OF BUSINESS**

The name(s) and address of the member(s) of this Limited Liability Company are:

<u>NAME</u>	<u>ADDRESS</u>
Morada Ventures, Inc.	1500 San Remo Avenue, Suite 176 Coral Gables, FL 33146
Cloud Nine Holdings, Inc.	1500 San Remo Avenue, Suite 176 Coral Gables, FL 33146

The business of this Limited Liability Company shall be managed by the members, acting unanimously in a meeting or by written consent without a meeting. The members hereby appoint Morada Ventures, Inc., by Debra S. Scholl, its President, as its special manager to carry out, subject to the direction of the members, the day to day business of this Limited Liability Company. The general or special managers are authorized to employ, subject to approval of the members, personnel to conduct the

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business of this Limited Liability Company.

**ARTICLE VIII**  
**WITHDRAWAL, RETIREMENT, DEATH, BANKRUPTCY OR EXPULSION**

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member, this Limited Liability Company shall be dissolved; provided that the member(s), other than deceased, retired, resigned or expelled members, may consent to continue the business of this Limited Liability Company, or by amendment to these Articles of Organization may provide for the continued existence of this Limited Liability Company subsequent to the foregoing events, and subject to distribution to the former member, his heirs and successors of assets provided in dissolution.

**ARTICLE IX**  
**AMENDMENTS**

These articles may be amended from time to time by a unanimous written consent of all the member(s), and the amendment shall be filed, duly signed by all member(s) of this Limited Liability Company, with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned, being the initial members, has executed these Articles of Organization on October 30, 2003.

Morada Ventures, Inc.

By: \_\_\_\_\_

Debra S. Scholl, President

Cloud Nine Holdings, Inc.

By: \_\_\_\_\_

Jeffrey C. Roth, President

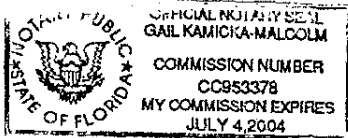
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STATE OF FLORIDA     )  
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 30<sup>th</sup> day of October, 2003, by Debra Scholl, as President of Morada Ventures, Inc., as member of Morada Nine Holdings, L.L.C. She is personally known to me ~~or who produced~~

\_\_\_\_\_ as identification, and did take an oath.

My Commission Expires:



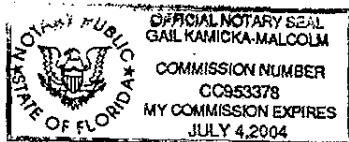
Gail Kamicka-Malcolm  
Notary Public, State of Florida  
Notary's printed name & address:

Gail Kamicka-Malcolm  
JEFFREY C. ROTH, P.A.  
ATTORNEY AT LAW  
1500 SAN REMO AVENUE  
SUITE 176  
CORAL GABLES, FLORIDA 33146

STATE OF FLORIDA )  
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 30<sup>th</sup> day of October, 2003, by Jeffrey C. Roth, as President of Cloud Nine Holdings, Inc. He is personally known to me or who produced \_\_\_\_\_ as identification, and did take an oath.

My Commission Expires:



Gail Kamicka-Malcolm  
Notary Public, State of Florida  
Notary's printed name & address:

Gail Kamicka-Malcolm  
JEFFREY C. ROTH, P.A.  
ATTORNEY AT LAW  
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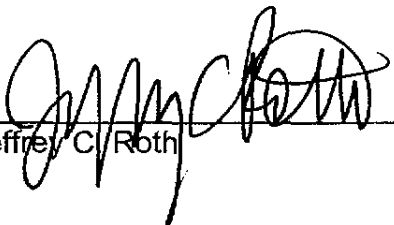
### OATH OF ACCEPTANCE OF REGISTERED AGENT

The undersigned, having been named as the registered agent for:

**MORADA NINE HOLDINGS, L.L.C.**

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 the obligations of my position as registered agent as provided in Section 608 of the Florida Statutes.

Dated this 31<sup>st</sup> day of October, 2003.

  
\_\_\_\_\_  
Jeffrey C. Roth

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