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From: Account Name : EMPIRE CORPORATE KIT COMPANY
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LIMITED LIABILITY COMPANY

CLEVERSALE PROPERTIES, L.L.C.

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

November 13, 2003

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SUBJECT: CLEVERSALE PROPERTIES, LLC
REF: W03000033723

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name of the entity listed on the fax cover sheet and the name of the entity listed in the document must be identical. Please amend the document or the fax cover sheet accordingly.

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6025.

Trevor Brumbley
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ARTICLES OF ORGANIZATION

OF

CLEVERSALE PROPERTIES, L.L.C.

The undersigned, desiring to form a Limited Liability Company pursuant to Florida Statutes Chapter 608 hereby state as follows:

ARTICLE I

The name of this Limited Liability Company shall be Cleversale Properties, L.L.C.

ARTICLE II

The existence of this Company shall commence when these Articles of Organization are filed with the Secretary of State of the State of Florida and the Company shall have a perpetual existence.

ARTICLE III

The purpose of which this Company is organized is to purchase, sell, develop, lease and/or improve real property or such other business as the Members may agree.

ARTICLE IV

The initial place of business and mailing address of the Company shall be 3431 SW 35 Street, Hollywood, Florida 33023.

ARTICLE V

The Company's initial registered agent for service of process in the State of Florida shall be Alexander Sorokorensky, 3431 SW 35 Street, Hollywood, Florida 33023.

Prepared By:
Jeffrey N. Marks, Esq.
1815 Griffin Road, Suite 200
Dania Beach, FL 33004
954-342-8484
Florida Bar Number 156989

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ARTICLE VI

No member may be admitted to the Company other than as provided in the Regulations from time to time adopted by the members hereof.

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of any member hereof or upon the occurrence of any other event which terminates the continued membership of any member hereof, the remaining members shall have the right pursuant to Regulations adopted by said members to continue the existence of this Company.

ARTICLE VII

The management of this Company is reserved to the members. The initial managing member is Alexander Sorokorensky, 3431 SW 35 Street, Hollywood, Florida 33023.

IN WITNESS WHEREOF, the undersigned, being a member of the above-named Company, for the purpose of forming a limited liability company to do business both within and without the State of Florida, under the laws of Florida, does make and file these Articles, hereby declaring and certifying that the facts herein stated are true, and executes these Articles of Organization this 13th day of November, 2003


Alexander Sorokorensky, Member

STATE OF FLORIDA)
) ss:
COUNTY OF BROWARD)

The foregoing Articles of Organization was acknowledged to me this 13th day of November, 2003, by Alexander Sorokorensky who is personally known to me.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.


Notary Public, State of Florida

My Commission Expires:

CARMENEY M. MARZOLA
NOTARY PUBLIC - STATE OF FLORIDA
COMMISSION # 00000000
EXPIRES 11/03/2004
BONDED THRU ASA 1-1-2004 NOTARY

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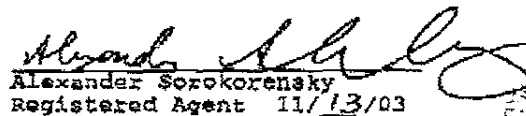
CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 608.407 and Section 48.091, Florida Statutes, the undersigned company, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida:

1. The name of the limited liability company is: CLEVERSALE PROPERTIES, L.L.C.
2. The name and address of the registered agent and office is: Alexander Sorokorensky, 3431 SW 35 Street, Hollywood, Florida 33023.


Alexander Sorokorensky
Registered Agent 11/13/03

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED LIMITED LIABILITY COMPANY 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.


Alexander Sorokorensky
Registered Agent 11/13/03

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