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TALLAHASSEE, FLORIDA

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J. BRYAN DEC 30 2003

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** ADMITTED IN FLORIDA AND NEW YORK
*** ADMITTED IN FLORIDA AND BEFORE THE PATENT AND TRADEMARK OFFICE

December 17, 2003

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: 206 Properties, LLC

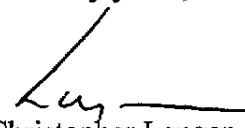
Dear Sirs:

Enclosed please find for filing the original Articles of Organization and one copy of for certifying for the above referenced company. A preliminary online search has indicated that the names are available.

Also enclosed is our check for \$ 125.00 to cover the costs of the filing fee and the cost of one certified copy of the articles.

Thank you very much.

Sincerely yours,


Christopher Langen

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**ARTICLES OF ORGANIZATION
OF
206 PROPERTIES, L.L.C.**

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

ARTICLE 1 – NAME

The name of the limited liability company shall be 206 Properties, L.L.C., (“Company”). The principal place of business of the company shall be: 1200 Collins Avenue, Unit 206, Miami Beach, Florida 33139, and mailing address of the company shall be the same.

ARTICLE II – DURATION

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State and shall have perpetual existence thereafter unless the Company is dissolved as provided in these Articles of Organization.

ARTICLES III – PURPOSES AND POWER

The general purpose for which the Company is organized is to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLES IV – REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is: Christopher Langen, Esq., 112 South Hibiscus Drive, Miami, Florida 33139.

ARTICLE V – ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company, except with the unanimous written consent of all the members of the Company and upon such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in

the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

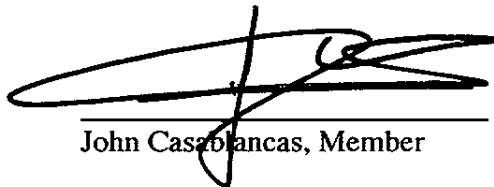
ARTICLE VI – TERMINATION OF EXISTENCE

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there are at least two remaining members.

ARTICLE VII – MANAGEMENT

The 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 Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization.

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at Miami, Florida for the foregoing uses and purposes of this 4th Day of December, 2003 (In accordance with §608 408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true).

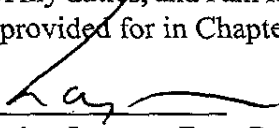


John Casablancas, Member

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TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service 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 as provided for in Chapter 608, F.S.


Christopher Langen, Esq., Registered Agent

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