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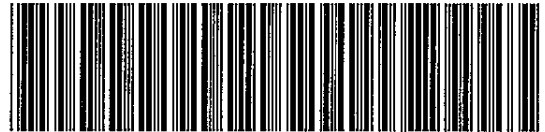
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REGISTRATION DIVISION  
TALLAHASSEE, FLORIDA

BK



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 393010 7108498

AUTHORIZATION :

COST LIMIT : \$ 155.00

*Patricia Pigato*

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : January 13, 2004

ORDER TIME : 9:55 AM

ORDER NO. : 393010-005

CUSTOMER NO: 7108498

CUSTOMER: Richard J. Alan Cahan, Esq  
Becker & Poliakoff, P.a.

Suite 100  
5201 Blue Lagoon Drive  
Miami, FL 33126

DOMESTIC FILING

NAME: OPULEND, L.L.C.

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Kimberly Moret - EXT. 2949

EXAMINER'S INITIALS: \_\_\_\_\_

ARTICLES OF ORGANIZATION

FOR

OPULEND, L.L.C.

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TALLAHASSEE, FLORIDA

The undersigned person, acting as the organizer of a limited liability company under the Florida Limited Liability Company Act, hereby adopts the following Articles of Organization:

1. **Name.** The name of this limited liability company is "OPULEND, L.L.C." ("Company").

2. **Duration.** The Company's period of duration shall be perpetual from the date of the filing of these Articles of Organization with the Florida Secretary of State, unless sooner dissolved by the members or as provided by statute.

3. **Purpose.** The Company is organized to conduct all lawful purposes allowed under the Florida Limited Liability Company Act.

4. **Principal Place of Business.** The mailing and street address of its initial principal place of business is:

5201 Blue Lagoon Drive, Suite 100  
Miami, FL 33126-2065

5. **Registered Agent and Office.** The name and address of its registered agent, whose "Consent to Appointment as Registered Agent" is included with these Articles, is:

RICHARD J. ALAN CAHAN, ESQ.  
Becker & Poliakoff, P.A.  
5201 Blue Lagoon Drive, Suite 100  
Miami, FL 33126-2065

The address of its registered office is:

5201 Blue Lagoon Drive, Suite 100  
Miami, Florida 33126-2065

6. **Capitalization.** The capital contribution of its single member has a value of \$1,000.00.

7. **Additional Capital Contributions of Members.** Additional capital contributions may be contributed only upon the unanimous vote of the members, and no additional capital contribution will ever be required at the request of non-member third parties.

8. **Admission of Additional Members.** Additional members may be admitted only upon such terms as are unanimously agreed to by all members pursuant to the applicable provisions in the Operating Agreement.

9. **Continuity.** The members have the right to continue the business of the Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or occurrence of any other event which terminates the continued membership of a member in the Company. Continuation may occur only pursuant to the terms of the Operating Agreement and with the unanimous vote of the members.

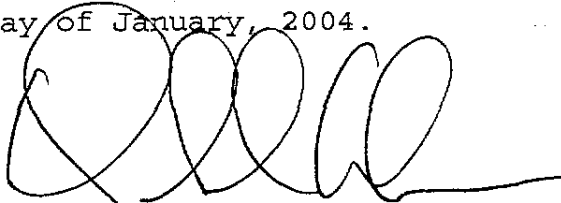
10. **Management.** The business of the Company shall be managed by one or more managers and is, therefore, a manager-managed company. The name and mailing address of the initial Co-Managers of the Company are:

Richard Schueler  
2148 S. W. 38<sup>th</sup> Street  
Dania, FL 33312

11. **Initial Member.** The name and address of the initial single member of the Company is as follows:

RICHARDSON HOLDINGS & INVESTMENTS, LLC  
c/o Aruba Fiduciary Management Services  
ATC Trustees (Curacao) N.V.  
Chuchubiweg 17  
Curacao, Netherlands, Antilles

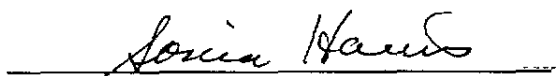
Dated this 12<sup>th</sup> day of January, 2004.



RICHARD J. ALAN CAHAN, ESQ.  
as an authorized Representative  
of the single member

State of Florida                    )  
  ) SS  
County of Miami-Dade            )

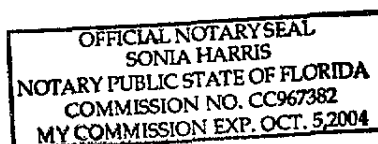
The foregoing Articles of Organization were acknowledged before me this 12<sup>th</sup> day of January, 2004, by Richard J. Alan Cahan, as an authorized Representative of the single member, who has produced his passport for identification.



Notary Public

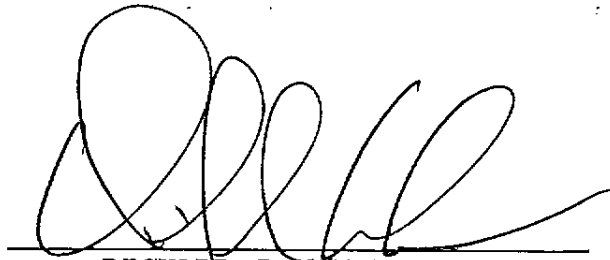
Name of Notary: SONIA HARRIS

My Commission expires: \_\_\_\_\_



**Consent to Appointment as Registered Agent**

- Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in these Articles, 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.

A handwritten signature in black ink, consisting of a large, stylized 'R' followed by several loops and a long horizontal stroke extending to the right.

RICHARD J. ALAN CAHAN  
as Registered Agent