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DIVISION OF CORPORATION

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LIMITED LIABILITY COMPANY

Vandalay Holdings, LLC

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**ARTICLES OF ORGANIZATION
OF
VANDALAY HOLDINGS, LLC**

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 I - NAME

The name of the limited liability company shall be VANDALAY HOLDINGS, LLC (the "Company").

ARTICLE II - ADDRESS

- (a) The principal address of the Company shall be 435 SW 17th Avenue, Miami, Florida 33135.
- (b) The mailing address of the Company shall be c/o ATER Registered Agents, LLC, 2601 South Bayshore Drive, Suite #600, Coconut Grove, Florida 33133.

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ARTICLE III - DURATION

The Company shall commence its existence as of the date of filing by the Florida Department of State, Division of Corporations. The Company's existence shall be perpetual unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is ATER Registered Agents, LLC, 2601 South Bayshore Drive, Suite #600, Coconut Grove, Florida 33133.

ARTICLE V - CAPITAL CONTRIBUTIONS

The Members of the Company shall contribute to the capital of the Company the cash or property set forth in and described in the Limited Liability Company Operating

Page 2 of Articles of Organization of

H04000010186 3

VANDALAY HOLDINGS, LLC

Agreement and/or Regulations, if any, or otherwise in the minutes of the Company on file at the principal office of the Company.

ARTICLE VI – ADDITIONAL CAPITAL CONTRIBUTIONS

Each Member shall make additional capital contributions to the Company only on the consent of the Members as set forth in the Operating Agreement or otherwise upon the prior authorization of a majority of the Members.

ARTICLE VII – ADMISSION OF NEW MEMBERS

No additional Members shall be admitted to the Company unless done so pursuant to the terms of the Operating Agreement or otherwise upon the prior authorization of a majority of the Members. A Member may only transfer his or her interest in the Company as set forth in the Operating Agreement of the Company or otherwise with the prior written consent of a majority of the Members.

ARTICLE VIII – MANAGEMENT

The Company shall be managed by a manager or managers in accordance with the Articles of Organization, the Operating Agreement, the Regulations (if any) adopted by the Members for the management of the business and the ordinary and customary affairs of the Company. The Operating Agreement and/or Regulations, if any, or otherwise the minutes of the Company, shall determine the manner in which such Manager(s) are elected and appointed, and may contain any provisions for the regulation and management of the affairs of the Company that are not inconsistent with the law or these Articles of Organization. The name and address of the initial Managers of the Company are:

Alexander F. Fox

435 SW 17th Avenue
Miami, Florida 33135

Barbara Fox

435 SW 17th Avenue
Miami, Florida 33135**ARTICLE IX – TERMINATION OF EXISTENCE**

The Company shall be dissolved on the death, bankruptcy, or dissolution of a

Page 3 of Articles of Organization of

H04000010186 3

VANDALAY HOLDINGS, LLC

Member or Manager, or on 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 of the remaining Members.

ARTICLE X – INDEMNIFICATION

The Company shall indemnify each Member, Manager and organizer of the Company against any and all liability and expenses incurred by person or entity in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of such person or entity being or having been a Member, Manager and/or organizer of the Company to the full extent permitted by the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Organization at Miami, Florida, on this 14th day of January, 2004.


By: Santiago Eljaiek III, Esq., as Authorized Signatory**ACKNOWLEDGMENT OF APPOINTMENT BY REGISTERED AGENT**

Having been named the registered agent for the above Company at the place designated in the foregoing Articles of Organization, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

ATER Registered Agents, LLC


Santiago Eljaiek III, Esq., Manager