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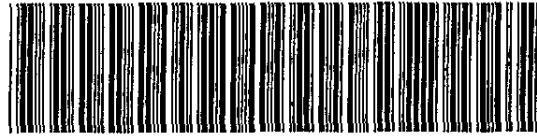
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JOHN T. PRAHL
Attorney at Law

Telephone: (305)443-7890
Facsimile: (305)443-7505
E-Mail: PRAHL.LAW@prodigy.net

2801 Ponce de Leon Blvd.
Suite 1155
Coral Gables, FL 33134

January 27, 2004

Secretary of State
Corporate Division
PO Box 6327
Tallahassee, FL 32314

Re: Roxstar, LLC

Ladies and Gentlemen:

Enclosed please find Articles of Organization for Roxstar, LLC. Please file and return a certified copy. Enclosed is a check in the amount of \$155.00.

Sincerely yours,



Alina Carvajal
Secretary to John T. Prah

/ac

Enclosure

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**ARTICLES OF ORGANIZATION
FOR
ROXSTAR, LLC**

**ARTICLE I
NAME**

The name of this limited liability company shall be Roxstar, LLC.

**ARTICLE II
DURATION**

The limited liability company shall have perpetual existence.

**ARTICLE III
PURPOSE AND POWERS**

Except as restricted by these Articles of Organization, this limited liability company is organized for each and every legal and lawful purpose for which a limited liability company may be organized pursuant to the Florida Limited Liability Company Act.

Except as restricted by these Articles of Organization, this limited liability company shall have and may exercise all powers and rights, which a limited liability company may exercise under Florida law, or the laws of the United States of America.

**ARTICLE IV
PRINCIPAL OFFICE**

The mailing address and the street address of this limited liability company shall be:

9300 W. Bay Harbor Drive
Bay Harbor Islands, FL 33154

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**ARTICLE V
INITIAL REGISTERED AGENT AND OFFICE**

The initial registered agent for this limited liability company and the street address of the initial registered agent are:

John T. Prah, Esq.
2801 Ponce de Leon Blvd., #1155
Coral Gables, FL 33134

ARTICLE VI
ADDITIONAL MEMBERS

This limited liability company may admit additional members subject to approval by unanimous vote of the existing members.

ARTICLE VII
MANAGER

This limited liability company shall be managed by a Manager. The name and address of the initial Manager is as follows:

Noel R. Zusmer
9300 W. Bay Harbor Drive
Bay Harbor Islands, FL 33154

The initial Manager shall serve until the first annual meeting of members, or until his successor is elected and qualified, or until his death or resignation.

ARTICLE VIII
MEMBERS AGREEMENT AND REGULATIONS

The Members Agreement and Regulations of this limited liability company may only be adopted, amended, altered or repealed by the unanimous vote of the members.

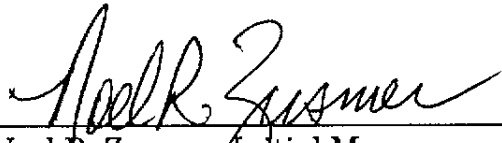
ARTICLE IX
MEMBERS' RIGHT TO CONTINUE BUSINESS

The members remaining after the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or any other event which terminates the membership of a member, have the right to continue the business of this limited liability company subject to approval by unanimous vote of the remaining members; provided that at least one member remains.

ARTICLE X
AMENDMENT

This limited liability company reserves the right to amend, alter or repeal any provision contained in these Articles of Organization in accordance with the Florida Limited Liability Company Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of
Organization this 10 day of December, 2003.



Noel R. Zusmer, Initial Manager

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**CERTIFICATE OF DESIGNATION
OF
REGISTERED AGENT/REGISTERED OFFICE**

The name of the limited liability company is Roxstar, LLC.

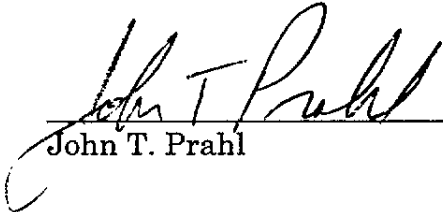
The name and address of the registered agent and office is:

John T. Prah, Esq.
2801 Ponce de Leon Blvd., 1155
Coral Gables, FL 33134

Having been named as registered agent and to accept service of process for the above-named 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.

Dated: _____

1/27/04



John T. Prah

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