

MAR-08-2004 10:23

FROM: TEIN ROSENBERG

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Division of Corporations

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Account Name : STEIN, ROSENBERG & STEIN P.A.
Account Number : I20020000005
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LIMITED LIABILITY COMPANY

EXCLUSIVELY VICTORIA, LLC.

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ARTICLES OF ORGANIZATION FOR EXCLUSIVELY VICTORIA, LLC. A FLORIDA LIMITED LIABILITY COMPANY

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statute, Section 608.401 et. seq., entitled the Florida Limited Liability Company Act, does hereby adopt the following Articles of Organization for such company:

1. **NAME.** The name of this company shall be EXCLUSIVELY VICTORIA, LLC.
2. The address of the principal office of the Company is 4875 North Federal Highway, 7th Floor, Fort Lauderdale, Florida 33308.
3. **REGISTERED AGENT AND OFFICE.** The name and street address of the initial registered agent and office for the Company is as follows: ARTHUR R. ROSENBERG, located at 4875 North Federal Highway, 7th Floor, Fort Lauderdale, Florida 33308.
4. **MANAGEMENT OF THE COMPANY.** The business of the Company shall be managed by PHILIP FRYBERGH, whose address is 4875 NORTH FEDERAL HIGHWAY, 7TH FLOOR, FORT LAUDERDALE, FLORIDA 33308.

- 5 **MEMBERS OF THE COMPANY.** The names and addresses of the Members are:

<i>NAMES</i>	<i>ADDRESSES</i>
<i>VITA TREMATERRA</i>	4875 NORTH FEDERAL HIGHWAY 7 TH FLOOR FORT LAUDERDALE, FLORIDA 33308
<i>PHILIP FRYBERGH</i>	4875 NORTH FEDERAL HIGHWAY 7 TH FLOOR FORT LAUDERDALE, FLORIDA 33308
<i>BORIS SALGANOV</i>	4875 NORTH FEDERAL HIGHWAY 7 TH FLOOR FORT LAUDERDALE, FLORIDA 33308
<i>IGOR GOLOVANEVSKY</i>	4875 NORTH FEDERAL HIGHWAY 7 TH FLOOR FORT LAUDERDALE, FLORIDA 33308

6. **PURPOSE OF COMPANY.** The Company is being formed to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

7. **REGULATIONS OF COMPANY.** The members may adopt such Regulations governing the operations, and management of the Company, the admission of new members, the transfer of a member's interest and the termination of member(s). The members shall have the power to adopt, alter, amend or repeal the regulations of the Company, unless vested in the Manager(s) of the company by these Articles or any amendments made hereto. Regulations adopted by the Members or by the Manager(s) may be repealed or altered, new Regulations may be adopted by the Members, and the Members may prescribe in any Regulations made by them that such Regulations may not be altered, amended or repealed by the Manager(s).

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TALLAHASSEE, FLORIDAAPPROVED
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FROM-STEIN ROSENBERG

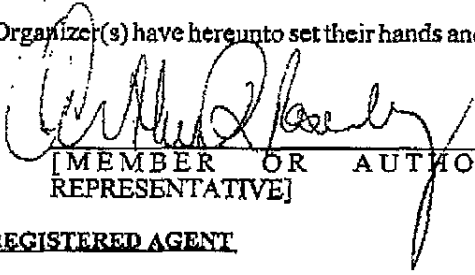
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5 IN WITNESS WHEREOF, the undersigned Organizer(s) have hereunto set their hands and seals this
day of March 2004.


[MEMBER OR AUTHORIZED
REPRESENTATIVE]

ACCEPTANCE BY REGISTERED AGENT

Having been named as Registered Agent to accept service of process for the above stated limited liability company, 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.


ARTHUR R. ROSENBERG

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