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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

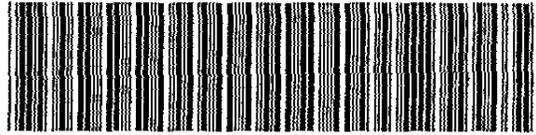
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FREELING**
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SAMUEL D. BALLENG
JONATHAN BLOOM**
MICHAEL A. FREELING**
ALSO ADMITTED IN
*NEW YORK
*CONNECTICUT
*WASHINGTON D.C.

March 4, 2004

VIA OVERNIGHT MAIL

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

Re: Limited Liability Company New Filing
Barron & Sons Real Estate Holdings, LLC

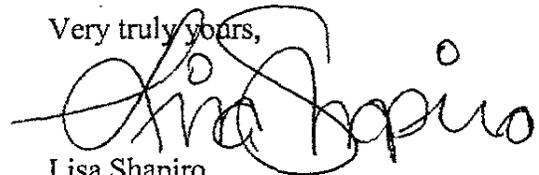
Dear Sir or Madam:

Please find enclosed the following documentation with regards to the above referenced new Limited Liability Company filing:

1. Articles of Organization;
2. Affidavit of Membership;
3. Certificate of Registered Agent;
4. Attorney Check No. 88712, made payable to the Department of State for the filing fee of \$125.00;
5. Self addressed, Stamped return envelope for return of the certified copy.

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Very truly yours,



Lisa Shapiro
Legal Assistant

/s
Enc.

**ARTICLES OF ORGANIZATION OF
BARRON & SONS REAL ESTATE HOLDINGS, LLC**

ARTICLE I

The name of the limited liability company is Barron & Sons Real Estate Holdings, LLC.

ARTICLE II

The period of the limited liability company's duration shall be for ninety-nine (99) years from the date of the filing of these Articles of Organization with the Department of State.

ARTICLE III

The purpose for which this limited liability company is the following:

- a. To engage in any activity or business permitted under the laws of the United States and of the State of Florida.
- b. To own property, enter into contracts, and to carry on any business necessary or incidental to the accomplishment or furtherance of the purposes or objects of this corporation.

ARTICLE IV

The address of this limited liability company in the state of Florida is 2409 NW 73rd Avenue, Sunrise, Florida 33313.

The address of the principal office of this limited liability company in the state of Florida is 2409 NW 73rd Avenue, Sunrise, Florida 33313.

The name and address of the initial registered agent is Jonathan Bloom, Esq. of Bloom, Ballen & Freeling, Attorneys At Law at 2295 NW Corporate Blvd., Suite 117, Boca Raton, Florida 33431.

ARTICLE V

The total amount of cash is \$100.00 ("Property"). The contribution of each member is as follows:

<u>Member</u>	<u>Contribution</u>	<u>Pro-Rata Share</u>
Lyle Viselman	\$100.00	100%

ARTICLE VI

There may be additional contributions to be made by the members.

ARTICLE VII

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The members shall maintain the right to admit additional members.

ARTICLE VIII

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event, which terminates the continued membership of a member in the limited liability company, the remaining members may continue the business of the limited liability company provided that the unanimous consent of the remaining members is secured.

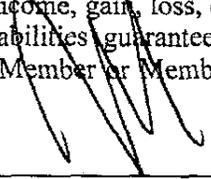
ARTICLE IX

The management of the limited liability company is reserved to the managing member. The names and addresses of the members are:

<u>Name</u>	<u>Address</u>
Lyle Viselman	2409 NW 73 rd Avenue, Sunrise, Florida 33313.

ARTICLE X

Notwithstanding any other provision of these Articles or the Operating Agreement and for federal income tax purposes, a member's share of income, gain, loss, deduction, or credit shall be determined in accordance with the Company property/liabilities guaranteed or funded by one or more Members therefore allowing for the allocation to the Member or Members that bear the economic risk of loss of such property/debt.



Lyle Viselman, Managing Member

3/4/04
Date

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

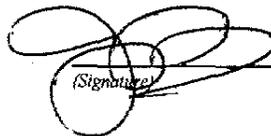
1. The name of the limited liability company is: Barron & Sons Real Estate Holdings, LLC
2. The name and address of the registered agent and office is:

Jonathan Bloom, Esq.
Bloom, Ballen & Freeling, Attorneys At Law
(Name)

2295 NW Corporate Blvd., Suite 117
(P.O. Box not acceptable)

Boca Raton, Florida 33431
(City/State/Zip)

Having been named as registered agent and to accept service of process 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.


(Signature)

3/4/04
(Date)

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