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FRIEDMAN, ROSENWASSER & GOLDBAUM, P.A.

ATTORNEYS AND COUNSELORS AT LAW 175 EAST MAIN STREET, SUITE 200 LEXINGTON, KENTUCKY 40507 www.franchiselaw.com

ANDREW R. FRIEDMAN

E-MAIL: arfatty@att.net

TEL: (859) 255-1944 FAX: (859) 255-1954

March 9, 2004

Division of Corporations 409 East Gaines Street Tallahassee, FL 32399

RE:

BEST INVEST, LLC

Dear Sir/Madam:

Enclosed herewith please find the original and one copy of the Articles of Organization for BEST INVEST, LLC, along with our check in the amount of \$125.00 made payable to Florida Department of State.

Please file the enclosed and return one filed copy to the undersigned.

If you have any questions with regard to the above, feel free to call.

Very truly yours,

Andrew R. Friedman

ARF Encl.

ARTICLES OF ORGANIZATION

OF

BEST INVEST, LLC

ARTICLE I NAME

The name of this limited liability company is BEST INVEST, LLC.

ARTICLE II DURATION

This limited liability company shall have perpetual existence.

ARTICLE III PURPOSE

This limited liability company is organized for any lawful purpose, except that special statutes for the regulation and control of specific types of business shall control when in conflict with these Articles of Organization.

ARTICLE IV ADDRESS

The principal place of business and mailing address of this limited liability company shall be 645 SW 5th Avenue, Fort Lauderdale, Florida 33315.

ARTICLE V INITIAL REGISTERED AGENT AND OFFICE

The initial registered agent of this limited liability company is Robert A. Peppers, and the initial registered agent's office address shall be 645 SW 5th Avenue, Fort Lauderdale, Florida 33315.

ARTICLE VI MANAGEMENT

This limited liability company shall be managed by one or more managers. The name and address of the initial managers are:

Robert A. Peppers 645 SW 5th Avenue Fort Lauderdale, Florida 33315 Lee M. Peppers 645 SW 5th Avenue Fort Lauderdale, Florida 33315

ARTICLE VII POWERS

This limited liability company shall have all of the powers enumerated in the Limited Liability Act.

ARTICLE VIII RIGHT OF CONTINUANCE

The members shall have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event that terminates the continued membership of a member in the limited liability company.

ARTICLE IX AMENDMENT

These Articles of Organization may be amended in the manner provided in the Operating Agreement of the Company.

Robert A. Peppers

ROBERT A. PEPPER L

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:

BEST INVEST, LLC

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

Robert A. Peppers 645 SW 5th Avenue Fort Lauderdale, Florida 33315

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.

ROBERT A, PEPPIER L

Robert A. Peppers

Date: 7 1102 2004