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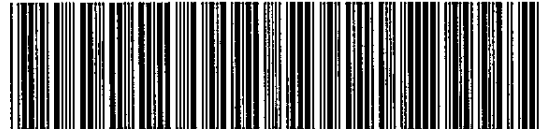
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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: EPHRAIM KADISH & ASSOCIATES, LLC
(Name of Limited Liability Company)

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

EPHRAIM KADISH
(Name of Person)

(Firm/Company)

1835 Hallandale Beach Blvd. #410
(Address)

Hallandale Beach, FL 33009
(City/State and Zip Code)

For further information concerning this matter, please call:

EPHRAIM KADISH at 954, 646-7509
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

ARTICLES OF ORGANIZATION

OF

EPHRAIM KADISH & ASSOCIATES, LLC

The undersigned (the "Members") acting as the organizer and the Members of EPHRAIM KADISH & ASSOCIATES, LLC (the "Company"), under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, adopts the following Articles of Organization:

ARTICLE I NAME

The name of the Limited Liability Company is EPHRAIM KADISH & ASSOCIATES, LLC.

ARTICLE II PURPOSE AND POWERS

- A. Purpose. The Company is organized for any legal and lawful purpose for which a limited liability company may be organized pursuant to Chapter 608, Florida Statutes, as the same may be amended from time to time.
- B. Powers. The Company shall have and may exercise all powers and rights which a limited liability company may exercise pursuant to Chapter 608, Florida Statutes, as the same may be amended from time to time.

ARTICLE III MAILING ADDRESS

The principal office and mailing address of the corporation is:

1835 Hallandale Beach Blvd.
Suite 410
Hallandale Beach, FL 33009

ARTICLE IV DESIGNATION OF REGISTERED AGENT

The name and Florida street address of EPHRAIM KADISH & ASSOCIATES, LLC's Registered Agent is as follows:

Ephraim Kadish
1835 Hallandale Beach Blvd.
Suite 410
Hallandale Beach, FL 33009

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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 reliant to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.


Ephraim Kadish, Registered Agent

ARTICE V DURATION

The Company's existence shall commence upon the acceptance of these Articles of Organization by the Secretary of State, and it shall exist perpetually thereafter unless dissolved according to law.

ARTICE VI MANAGEMENT

The Company and its business and affairs shall be managed by the members of the Company. The members shall have the power and authority to act on behalf of the Company as provided in Chapter 608, Florida Statutes, as the same may be amended from time to time, and as further provided in the Operating Agreement of the Company.

The Member and Florida Street address is as follows:

Ephraim Kadish
1835 Hallandale Beach Blvd.
Suite 410
Hallandale Beach, FL 33009

ARTICLE VII ADDITION OF ADDITIONAL MEMBERS

The Company shall admit new members only upon the unanimous written consent of all the then existing members of the Company.

**ARTICLE VIII
CONTINUATION OF BUSINESS**

Except as required by law, the Company shall not be dissolved upon the death, retirement, resignation, expulsion, or bankruptcy of a member.

**ARTICLE VIII
AMENDMENTS**

The Company reserves the right to amend any provision of these Articles of Organization, which amendment shall only be effectuated by the unanimous written approval by all members of the Company.

Dated: April 9, 2004


Ephraim Kadish

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)