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To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : ACCOUNTING AND BOOKKEEPING SERVICE, INC.
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DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY

WAREHAM HOLDINGS LLC.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$155.00

04 MAY 12 PM 10:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION OF WAREHAM HOLDINGS LLC.
(A LIMITED COMPANY, ORGANIZED UNDER
THE LAWS OF THE STATE OF FLORIDA)**

The undersigned, being authorized to execute and file these Articles of Organization, hereby certify that:

ARTICLE I - Name

The name of the limited liability company (hereinafter "Company") is WAREHAM HOLDINGS LLC.

ARTICLE II - Address

The mailing address and street address of the principal office of the Company is: C/O Carl J. Trotto, 1616 Michigan Ave # 7, Miami Beach, FL, 33139.

ARTICLE III - Registered Agent

The name and the Florida street address of the initial Registered Agent are: Carl J. Trotto, 1616 Michigan Ave # 7, Miami Beach, FL, 33139.

ARTICLE IV - Duration

The period of duration for the Company shall be perpetual unless its existence is sooner terminated pursuant to the Regulations.

ARTICLE V - Management

The LLC is to be managed by the members, and the names and addresses of the Managing Members are: Mark A. Trotto, 2250 Bay Street # 214, San Francisco, CA 94123; and Carl J. Trotto, 1616 Michigan Ave # 7, Miami Beach, FL, 33139.

ARTICLE VI - Admission of Additional Members

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be as set forth in the Regulations.

ARTICLE VII - Members' Rights to Continue Business

The right, if given, of the remaining members of the Company to continue the business on death, retirement, resignations, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company, shall be as set forth in the Regulations.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

04 MAY 12 AM 10:09

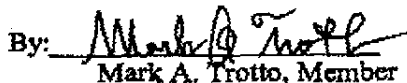
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ARTICLE VIII – Limitation on Agency Authorized of Members

Pursuant to Section 608.424 of the Florida Limited Liability Company Act, no member of the Company shall be an agent of the Company, solely by virtue of being a member, and no member shall have authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a member.

IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledged them to be my act this 12th day of May, 2004.

By: 
Carl J. Trotto, Member

By: 
Mark A. Trotto, Member

STATEMENT ACCEPTING APPOINTMENT AS REGISTERED AGENT

I hereby accept the designation as registered Agent to accept service of process of the above stated limited liability company at the place designated in this statement. 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 under Chapter 608, Florida Statutes.

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


Carl J. Trotto, Member

STATE OF FLORIDA
SS:
COUNTY OF DADE

Before me, a Notary Public authorized in the State and County set forth above, personally appeared Carl J. Trotto known to me and known by me to be the person who executed the foregoing Articles of Organization for WAREHAM HOLDINGS LLC. and he acknowledged before me that he executed those Articles of Organization.

In Witness Whereof, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 12th Day of May 2004.


NOTARY PUBLIC, STATE OF FLORIDA,
AT LARGE

My Commission Expires:



Mark Fernandine
MY COMMISSION # 00009085 EXPIRES
May 5, 2008
BONDED THRU TROY FAIR INSURANCE INC.

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AND
FILED