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Florida Department of State

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

From:
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305) 672-0686
Fax Number : (305) 672-9110

LIMITED LIABILITY COMPANY

P & D LLC

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ARTICLES OF ORGANIZATION

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Article I. Name

The name of this Florida limited liability company is:
P & D LLC

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TALLAHASSEE, FLORIDA

Article II. Address

The Company's street and mailing address is:
P & D LLC
420 S.E. 19th Street
Ft. Lauderdale FL 33316

Article III. Registered Agent

The name and street address of the Company's registered agent is:
Stephen Finta
416 S.E. 19th Street
Ft. Lauderdale FL 33316

Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Corporate Creations International Inc.
941 Fourth Street
Miami Beach FL 33139
(305) 672-0886

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Article V. Management

This will be a manager-managed company. The name and address of each manager is: 12: 14

BARRY SNYDER
420 S.E. 19th Street Ft. Lauderdale FL 33316
DAVID HOLD
420 S.E. 19th Street Ft. Lauderdale FL 33316

2004 MAY 12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article VI. Company Existence

The Company's existence shall begin effective as of May 11, 2004.

The undersigned authorized representative of a member executed these Articles of Organization on May 12, 2004.


CORPORATE CREATIONS INTERNATIONAL INC.
Karla Sarria Vice President

Corporate Creations International Inc.
941 Fourth Street
Miami Beach FL 33139
(305) 672-0688

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STATEMENT OF REGISTERED AGENT

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TALLAHASSEE, FLORIDA

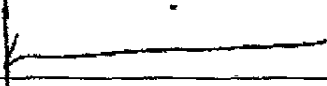
LIMITED LIABILITY COMPANY:

P & D LLC

REGISTERED AGENT/OFFICE:

Stephen Finta
416 S.E. 19th Street
Ft. Lauderdale FL 33316

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



STEPHEN FINTA
by K. Sarria as attorney-in-fact

Date: May 12, 2004

Corporate Creations International Inc.
941 Fourth Street
Miami Beach FL 33139
(305) 672-0686