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LIMITED LIABILITY COMPANY

ROSEMAX EP, LLC

Certificate of Status	0
Certified Copy	1
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ARTICLES OF ORGANIZATION

OF

ROSEMAX EP, LLC

ARTICLE I

The name of the limited liability company formed hereby is **ROSEMAX EP, LLC** (the "Limited Liability Company").

ARTICLE II

The duration of the Limited Liability Company shall be perpetual.

ARTICLE III

The principal office and mailing address of the Limited Liability Company shall be as follows:

8700 North Kendall Drive, Suite 221  
Miami, Florida 33176

ARTICLE IV

The Registered Agent of the Limited Liability Company and his street address in the State of Florida are as follows:

Richard A. Wood, Esq.  
100 S.E. 2nd Street, 17th Floor  
Miami, Florida 33131

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ARTICLE V

The Limited Liability Company shall be member-managed by a Managing Member. The name and address of the initial Managing Member are as follows:

Edmund I. Parnes  
8700 North Kendall Drive, Suite 221  
Miami, Florida 33176


  
Richard A. Wood  
as Authorized Representative of the Members

STATE OF FLORIDA            )  
  )  
COUNTY OF MIAMI-DADE    )

Before me personally appeared Richard A. Wood, as Authorized Representative of the Members,  who is personally known to me, or  who produced \_\_\_\_\_ as identification, to be the person who executed the foregoing Articles of Organization.

In witness whereof I have hereunto set my hand and official seal this 12 day of May, 2004.



  
Notary Public  
Print Name: JUDITH D. RODMAN  
My Commission expires: 10/18/2005

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CERTIFICATE OF DESIGNATION  
OF RESIDENT AGENT AND  
ACCEPTANCE OF DESIGNATION

Pursuant to the provisions of Section 608.415, Florida Statutes, the undersigned limited liability company organized under the laws of the state of Florida, submits the following statement in designating its Registered Office and Registered Agent in the State of Florida:

- 1. The name of the limited liability company is ROSEMAX EP, LLC.
- 2. The name and address of the Registered Agent and Office is:


Richard A. Wood, Esq.  
100 S.E. 2nd Street, 17th Floor  
Miami, Florida 33131

Having been named as Registered Agent and to accept service of process for the above stated limited liability company at the place designated in the 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 am familiar with and accept the obligations of my position as Registered Agent.

  
Richard A. Wood, Registered Agent

Date: May 12, 2004

ROSEMAX EP, LLC

By:   
Richard A. Wood,  
as Authorized Representative  
of the Members

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