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To:

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Fax Number : (850)205-0383

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305)634-3694
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AL

LIMITED LIABILITY COMPANY

loipart, llc

Certificate of Status	0
Certified Copy	1
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FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

May 19, 2004

EMPIRE

SUBJECT: LOIPART, LLC
REF: W04000019288

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Agnes Lunt
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**ARTICLES OF ORGANIZATION FOR
FLORIDA LIMITED LIABILITY COMPANY**

ARTICLE I - Name:

The name of the Limited Liability Company is:

LOIPART, LLC

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

1500 Cordova Road
Suite 212
Ft. Lauderdale, FL 33316

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be 200 years from the date of the filing of the Articles of Organization of the LLC, unless sooner dissolved and terminated or extended in accordance with the provision of the Operating Agreement.

ARTICLE IV - Management:

(Check the appropriate box and complete the statement)

► The Limited Liability Company is to be managed by a manager or managers and the name(s) and address(es) of such manager(s) who is/are to serve as manager(s) is/are:

Morten Mathiesen
Manager/President
1500 Cordova Road
Suite 212
Ft. Lauderdale, FL 33316

Ronald A. Marini, Esq.
One Biscayne Tower
Two South Biscayne Blvd.
Suite 3580
Miami, Florida 33131
(305) 374-4424
Florida Bar # 354422

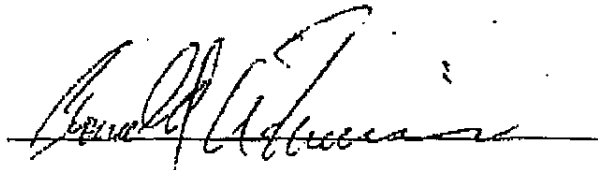
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ARTICLE V - Admission of Additional Members:

The members shall have the right to admit additional members and the terms and conditions of the admissions shall be exercised with the written consent of the majority of the members of the Limited Liability Company.

ARTICLE VI - Members Rights to Continue Business:

The remaining members of the Limited Liability Company shall have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member.



Ronald A. Marini – Authorized Representative

(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.)

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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 TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

LOIPART, LLC

2. The name and the Florida street address of the registered agent are:

Ronald A. Marini
One Biscayne Tower
2 South Biscayne Blvd.
Suite 3580
Miami, FL 33131
(305) 374-4424
Florida Bar Number: 354422

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

Dated this 17th day of May, 2004.

REGISTERED AGENT:

By: 
Ronald A. Marini

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