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**ARTICLES OF ORGANIZATION  
FOR  
BreatheEasy, LLC**

**ARTICLE I-NAME**

The name of this limited liability company shall be: **BreatheEasy, LLC**

**ARTICLE II. - ADDRESS**

The mailing address and street address of the principal office of the limited liability company is 19080 N.E. 29th Avenue, Aventura, Florida 33180.

**ARTICLE III- MANAGEMENT**

The limited liability company is to be a member managed company, and the name and address of such manager is: DAVID GENET of 19080 N.E. 29th Avenue, Aventura, Florida 33180. This limited liability company shall initially have one (1) manager. The number of managers of this company may be changed in accordance with the regulations of the company.

The initial manager shall serve until the first annual meeting of members or until his successor(s) is elected and qualified, or until his death or resignation.

**ARTICLE IV.- PURPOSE AND POWERS**

Except as restricted by these Articles of Organization, this limited liability company is organized for each and every legal and lawful purpose for which a limited liability company may be organized pursuant to Florida Limited Liability Company Act.

Except as restricted by these Articles of Organization, this limited liability company shall have and may exercise all powers and rights which a limited liability company may exercise under Florida law or the laws of the United States of America.

**ARTICLE V.- INITIAL REGISTERED AGENT AND OFFICE**

The initial registered agent for this limited liability company and the street address of the initial registered agent is: Sandor F. Genet, Esq., SANDOR F. GENET & ASSOCIATES, P.A., 99 N.E. 167<sup>th</sup> Street, North Miami Beach, FL 33162.

This Instrument was prepared by:

Sandor F. Genet, Esq.  
FL Bar No, 155959  
SANDOR F. GENET & ASSOCIATES, P.A.  
99 N.E. 167th Street  
North Miami Beach, FL 33162  
(305) 653-0455

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#### ARTICLE VI - REGULATIONS

The regulations of this limited liability company may only be adopted, amended, altered or repealed by the majority vote of the members.

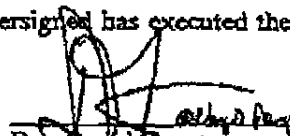
#### ARTICLE VII - MEMBERS RIGHT TO CONTINUE BUSINESS

The members remaining after the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or any other event which terminates the membership of a member, have the right to continue the business of this limited liability company subject to approval by unanimous vote of the remaining members; provided that at least one member remains.

#### ARTICLE VIII - AMENDMENT

This limited liability company reserves the right to amend, alter or repeal any provision contained in these Articles of Organization in accordance with the Florida Limited Liability Company Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 2<sup>nd</sup> day of May, 2004.

  
By David J. Genet  
Authorized Representative of the Members

#### CERTIFICATE DESIGNATING RESIDENT AGENT

In pursuance of Chapter 608.415, Florida Statutes, the following is submitted in compliance with said Act:

That BreatheEasy, LLC desiring to organize under the laws of the State of Florida with its principal office indicated in the articles of incorporation at the City of Sunrise, County of Broward, State of Florida, has named Sandor F. Genet, Esq., located at 99 N.E. 167th Street, City of North Miami Beach, County of Miami-Dade, State of Florida, as its agent to accept service of process within this State.

  
By David J. Genet  
Authorized Representative of the Members

#### ACKNOWLEDGEMENT:

Having been named Registered Agent to accept service of process for the above stated corporation, at place designated in this certificate. I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office, and I am familiar with, and accept the obligations of this position as provided for in chapter 608 F.S.

  
Sandor F. Genet  
Registered Agent

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**AFFIDAVIT OF MANAGING MEMBER**

STATE OF FLORIDA )  
 ) ss.  
COUNTY OF MIAMI-DADE)

The undersigned managing member of BreatheEasy, LLC, deposes and says:

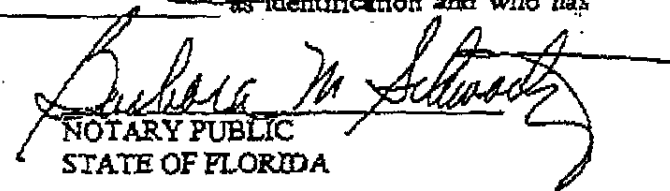
1. The above-named limited liability company has at least one member.
2. In accordance with Section 608.408(3), Florida Statutes, this execution of this Affidavit constitutes an affirmation under penalties of perjury that the facts stated in these Articles of Organization are true and correct.

  
David Genet  
Managing Member

The foregoing instrument was acknowledged before me on this 17<sup>th</sup> day of May 2004, by DAVID GENET, who is known to me, or        who has produced        as identification and who has taken an oath.



Barbara M. Schwartz  
Commission #DD201835  
Expires: May 17, 2007  
Bonded Thru  
Atlantic Bonding Co., Inc.

  
NOTARY PUBLIC  
STATE OF FLORIDA

My commission expires:

5/17/07

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