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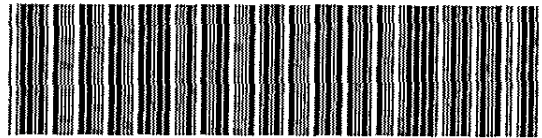
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EFFECTIVE DATE
5/7/04

05/07/04--01068--001 **100.00

06/07/04--01007--022 **25.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2004 MAY -7 A 11:26

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212

FJR Business Services, Inc.

9002 Southwest 152nd Street
Miami, Florida 33157

Tel: (305) 254-4555
Fax: (305) 254-0505

April 26, 2004

Registration Section
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: Inburn Systems, LLC.

Gentlemen,

On behalf of our client, we are forwarding the following:

1. The Articles of Organization
2. A check in the amount of \$ 100.00

Please process the Articles of Organization and return the filing acknowledgement to:

FJR Business Services, Inc.
Attention: James Riegler
9002 Southwest 152nd Street
Palmetto Bay Plaza
Miami, Florida 33157

Thank you for your kind assistance.

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TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

May 18, 2004

FJR BUSINESS SERVICES, INC.
ATTN: JAMES RIEGLER
9002 SW 152ND ST., PALMETTO BAY PLAZA
MIAMI, FL 33157

SUBJECT: INBURN SYSTEMS, LLC
Ref. Number: W04000018896

We have received your document for INBURN SYSTEMS, LLC and check(s) totaling \$100.00. However, the document has not been filed and is being retained in this office for the following reason(s):

There is a balance due of \$25.00. Refer to the attached fee schedule for the breakdown of fees. Please return a copy of this letter to ensure your money is properly credited.

The fees to file a Florida Limited Liability Company or register a Foreign Limited Liability Company are as follows: \$100 filing fee; and \$25 registered agent designation fee. Please include an additional \$30 for each certified copy requested (optional) and \$5.00 for each certificate of status requested (optional).

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

If you have any questions concerning the filing of your document, please call (850) 245-6913.

Diane Cushing
Document Specialist

Letter Number: 104A00034155

ARTICLES OF ORGANIZATION

FOR

INBURN SYSTEMS, LLC

PREAMBLE

I, the undersigned natural person, am eighteen years of age or older. I am acting in the capacity as an Organizer of this Limited Liability Company pursuant to the Florida Limited Liability Company Act. I hereby adopt the following Articles of Organization for this Limited Liability Company.

ARTICLE 1

- 1.1 The name of the Limited Liability Company shall be Inburn Systems, LLC.

ARTICLE II

- 2.1 The initial mailing address and the principal office address of the Company shall be 1521 Alton Road, Suite 710, Miami Beach, Florida 33139.

ARTICLE III

- 3.1 The Company's duration shall be perpetual unless it is dissolved in accordance with its regulations or by a Florida law stating the maximum time so allowed, whichever is greater.

ARTICLE IV

- 4.1 The purpose for which this Company is organized is to transact any or all lawful business for which limited liability companies may be organized for under the laws of Florida, including but not limited to the following:
- a. To carry on any business or any other legal or lawful activity allowed by law.
 - b. To acquire, own, use, convey or otherwise dispose of and deal in real or personal property or any interest therein.
 - c. To manufacture, buy, sell and generally deal in goods, wares and merchandise of every class and description, both real, personal and tangible.
 - d. To buy, rent, sell, manufacture, produce, assemble, distribute, repair and service and all products or services in which the company desires to engage.
 - e. To do such other things as are incidental to the foregoing or desirable in order to accomplish the purpose for which the Company was formed.
 - f. To have and exercise all rights and powers that are now or may hereafter be granted to a limited liability company by law.

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- 4.2 The foregoing shall be construed, as objects, purposes and powers, and enumeration thereof shall not be held to limit or restrict in any manner, the powers hereafter conferred on this limited liability company by the laws of the State of Florida.
- 4.3 This limited liability company may, in its regulations, confer powers, not in conflict with law, upon its Manager(s) and Members in addition to the foregoing and in addition to the powers and authorities expressly conferred upon them by statute.

ARTICLE V

- 5.1 The name and address of the Company's Registered Agent is:

James Riegler
FJR Business Services, Inc.
9002 Southwest 152nd Street
Palmetto Bay Plaza
Miami, Florida 33157

ARTICLE VI

- 6.1 The names and addresses of the persons who are to serve as Managers until the first annual meeting of its Members or until successors are elected and qualified are:

Michael Koch
1521 Lenox Avenue, #108
Miami Beach, Florida 33139

Hrvoje Pavicic
1551 N12th CT #10b
Hollywood, Florida 33019

ARTICLE VII

- 7.1 The name and address of the organizer of this limited liability company is:

Michael Koch
1521 Lenox Avenue, #108
Miami Beach, Florida 33139

ARTICLE VIII

- 8.1 The Company will not commence business until it has received a minimum of \$1,000.00 for the issuance of its Certificates of Membership Interest consideration, consisting of money, labor done, a promissory note, or property received.

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- 8.2 Additional Members shall be required to make initial minimum capital contributions in the amount of \$1,000.00 or such additional amounts that may be described by the Company in its regulations.
- 8.3 Additional Members shall be admitted upon the written consent of 100% of all the existing Members.

ARTICLE IX

- 9.1 Each percentage of membership interest has one (1) vote on each matter that the membership interest is entitled to vote.
- 9.2 Cumulative voting is not allowed.
- 9.3 There are no preemptive rights on behalf of any Member.

ARTICLE X

- 10.1 The initial regulations will be adopted by the Managers.
- 10.2 The powers to alter, amend, or repeal the regulations or adopt new Regulations, is vested in the Managers, subject to repeal or change by action of the Members.

ARTICLE XI

- 11.1 With respect to any matter, other than the election of the managers, for which the affirmative vote of the holders of 80% of the membership interest entitled to vote is required by the Florida Limited Liability Company Act, and notwithstanding that such Act may require a portion of the membership interest entitled to vote that exceeds that specified in this Article, the act of the Members on that matter shall be the affirmative vote of the holders of a majority of the membership interest entitled to vote on that matter, rather than by the affirmative vote otherwise required by such Act.

ARTICLE XII

- 12.1 Any action required by the Florida Limited Liability Company Act, and any amendments thereto, shall be taken at any annual or special meeting of the Members of the Company.
- 12.2 Or any action which may be taken at any annual or special meeting of the Members of the Company, may be taken without a meeting, without prior notice, any without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the holder or holders of membership Interest having not less than the minimum number of votes that would be necessary to take such action at a meeting at which the holders of all membership Interest entitled to vote on the action were present and voted.

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- 12.3 Any such written consent must be dated, signed and delivered in the manner required by, and shall be effective for the period specified by the Florida Limited Liability Act, and any amendments thereto, and the taking of any such action by written consent shall be subject to satisfaction of all applicable requirements of the Act.
- 12.4 Prompt notice of the taking of any action by Members without a meeting by less than the unanimous written consent shall be given to those Members who did not consent in writing to the action.

ARTICLE XIII

- 13.1 The membership interest of the Company will be subject to the restrictions on its transferability as set forth in the Regulations of the Company, which Regulations will be kept with the records of the Company.
- 13.2 The Company will provide a copy of the Regulations without charge to any record holder of a Membership Interest upon written request addressed to the Company at its principal address or its Registered Agent's address.

ARTICLE XIV

- 14.1 All of the remaining Members of the Company may agree to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or withdrawal of a member.

ARTICLE XV

- 15.1 The Company shall indemnify every Manager, his or her heirs, executors and administrators, against expenses actually and reasonably incurred by him or her, as well as any amount paid upon a judgment, in connection with any action, suit or proceeding, civil or criminal, to which he or she may be made a party to by reason of having been a Manager of this company.
- 15.2 This indemnification is being given since the Manager will be requested to act by the company, for and on behalf of the company's benefit.
- 15.3 This indemnification shall not be exclusive of other rights to which the Manager may be entitled.
- 15.4 The Manager shall be entitled to the fullest indemnification allowed by current law or as may be amended hereafter.
- 15.5 A Manager shall be liable to the company for the following actions:
- a. A breach of his or her duty of loyalty to the company or its members.
 - b. An act or omission taken in bad faith and constituting a breach of the Manager's duty to the company.

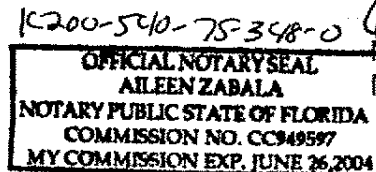
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- c. To be liable hereunder, the Manager must have acted in a grossly negligent, malicious or intentional manner as those terms are defined at law.
- d. A transaction in which the Manager benefits to the detriment of the company and/or its Members.
- e. An action that the Manager is liable at law for which an indemnification is not allowed.

ARTICLE XVI

16.1 The effective date of the organization of this limited liability company is May 7, 2004.

IN WITNESS WHEREOF, the undersigned organizer, being the same person described in the preamble to these Articles of Organization, and in evidence of my wish to form this Limited Liability Company, do hereby subscribe my name and title, this 7th day of May, 2004.




Michael Koch
Manager/Member

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TALLAHASSEE, FLORIDA

STATE OF FLORIDA


COUNTY OF MIAMI-DADE

BEFORE ME, the undersigned authority, personally appeared Michael Koch, who is personally known to me and who did not take an oath and whose name is signed on the foregoing Articles of Organization of Inburn Systems, LLC., and who is described in the Articles as the Organizer of said limited liability company, and acknowledged before me that he executed the same for the purposes herein expressed.

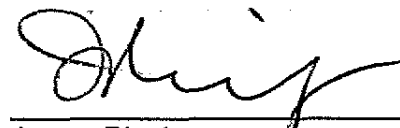
SWORN TO AND SUBSCRIBED this 3rd day of May, 2004

My Commission Expires:

June 26, 2004


Notary Public
Aileen Dabala
Printed Name of Notary
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Having been named as Registered Agent and to accept service of process for the above state limited liability company at the place designated in these Articles, 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.


James Riegler