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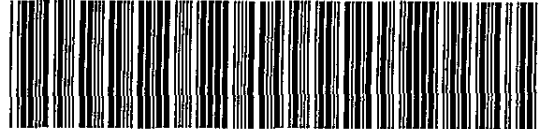
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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

J. BRYAN JUN - 7 2004

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May 25, 2004

Telephone: (305) 931-1115  
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Florida Department of State  
Division of Corporations &  
Limited Liability Co.  
409 East Gaines Street  
Tallahassee, Florida 32399

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TALLAHASSEE, FLORIDA

Re: Formation of Prosperity, L.L.C.

To Whom It May Concern:

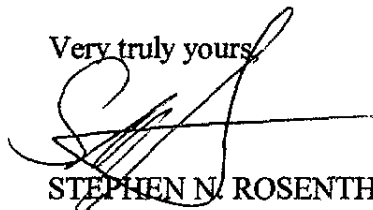
Please be advised that the undersigned attorney represents the members of Prosperity, L.L.C.

Pursuant to same, I am herewith enclosing an original and copy of the Articles regarding the formation of Prosperity, L.L.C., together with my check in the sum of \$125.00 to cover the costs of your filing.

At this time, I would appreciate your filing the enclosed Articles as quickly as possible and thereafter returning to my office confirmation of same in the self addressed stamped envelope.

Thank you for your courtesy and consideration.

Very truly yours,

  
STEPHEN N. ROSENTHAL

SNR:laa  
Encl.

P.S. If my check is for an amount in excess of your normal filing fee, please keep same for purposes of copies or otherwise rather than returning any overage to my attention to avoid delay.

**ARTICLES OF ORGANIZATION  
OF**

**PROSPERITY, L.L.C.**

**A Florida Limited Liability Company**

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J. P. HUGHES CORPORATION'S  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, for the purpose of forming a limited liability company under Florida Limited Liability Company Act, adopts the following Article of Organization.

**ARTICLE ONE**  
Name and Address

The name of the company is PROSPERITY, L.L.C., and the street address of the principle of the company and mailing address of the company shall be: 4101 Pine Tree Drive, Miami Beach, Florida 33140.

**ARTICLE TWO**  
Duration

The company shall commence its existence on the date of filing of the Articles of Organization with the Department of State of the State of Florida, and the duration of the company shall be perpetual.

**ARTICLE THREE**  
Purpose

The general purposes for which the company is organized are:

- A. To transact any lawful business for which limited companies are organized under the Florida Limited Liability Company Act.
- B. To do such other things as re incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

- C. To carry on and engage in the business of purchasing, selling, leasing, improving, managing, developing and investing in and to properties including any and all acts necessary and/or related thereto.
- D. To carry on and engage in any business or activity which may be authorized and permitted under and by virtue of the laws of the United States of America or the State of Florida.

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UNION PACIFIC CORPORATION  
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ARTICLE FOUR  
Registered Office and Agent

The street address of the initial registered office of the Company is 4101 Pine Tree Drive, Miami Beach, Florida 33140, and the name of its initial registered agent at such address is Abokhay Pinkhasov.

ARTICLE FIVE  
Admission of Additional Members

No additional members shall be admitted to the Company except with the unanimous consent of the members of the Company and upon such items and conditions as determined by all the members. Further no member named herein shall be able or entitled to transfer, encumber, pledge, alienate, sell, assign or otherwise cause to be diverted without an appropriate resolution and/or agreement of all members named herein pursuant to their voting rights as set forth under ARTICLE EIGHT as set forth below.

ARTICLE SIX  
Termination of Existence

The Company shall not be dissolved upon the death, retirement, resignation, bankruptcy or dissolution of a member, unless otherwise agreed by all members or pursuant to their voting

rights as set forth herein.

ARTICLE SEVEN  
Management

The Company is to be member managed by its members and is therefore a member managed company.

ARTICLE EIGHT  
Voting

Except as otherwise provided in regulations adopted by the members, each member shall have one (1) vote per share assigned. All company decisions and/or resolutions shall require at least 75% of the stock and/or member certificates assigned pursuant to same being properly voted, it being the intent that such resolutions shall require approval from all members to pass.

ARTICLE NINE  
Books and Records

The Manager shall keep, or cause to be kept, at the principal place of business of the Company true and correct books of account, in which shall be entered fully and accurately each and every transaction of the Company. The Company's taxable and fiscal years shall be the same as the taxable and fiscal years of the Members.

ARTICLE TEN  
Distribution and Allocations

All distributions of cash or other assets of the company shall be divided equally between the members. Each member will receive profits of the company proportionate to the shares they hold respectively to be divided and distributed in accordance with the By-Laws, Agreements and/or Resolutions of the company.

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WYLLIGHT CORPORATION'S  
TALLAHASSEE, FLORIDA

ARTICLE ELEVEN  
Members

That the initial members of this company unless otherwise agreed upon in writing by all members named below or otherwise pursuant to such resolution and/or authorization in accordance with ARTICLE EIGHT above titled "Voting" shall be:

- A. Shlomo Levy;
- B. Samuel Ellie; and,
- C. Rubin Kaykov.

ARTICLE TWELVE  
Shares Assigned

That the company shall have an initial total of 1,000 shares having no par value, which shares shall be given, transferred and/or assigned as follows unless otherwise agreed in writing by all members:

- |    |              |            |
|----|--------------|------------|
| A. | Shlomo Levy  | 333 shares |
| B. | Samuel Ellie | 333 shares |
| C. | Rubin Kaykov | 333 shares |

ARTICLE THIRTEEN  
Limitation of Liability

Limited Liability except as otherwise provided by the Act, the debts, obligations and liabilities of the Company, whether arising in contract, tort or otherwise, shall be solely the debts, obligations and liabilities of the Company, and the Members shall not be obligated personally for any such debt, obligation or liability of the Company solely by reason of being Members. The failure of the Company to observe any formalities or requirements relating to the exercise of its

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powers or the management of its business or affairs under this Operating Agreement or the Act shall not be grounds for imposing personal liability on the Members.

ARTICLE FOURTEEN  
Regulations

Except as otherwise provided in regulations adopted by, and any written agreement entered by the members, the members may, from time to time, by vote adopt in accordance with ARTICLE EIGHT or otherwise alter any of the regulations for the company.

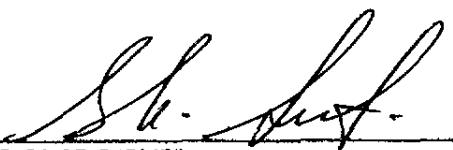
IN WITNESS WHEREOF, this Operating Agreement has been made and executed by the Members effective as of the date of filing the Articles of Organization.

  
SHLOMO LEVY (Member)

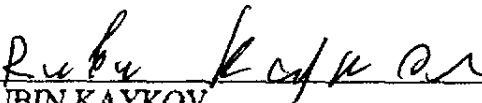
  
SAMUEL ELLIE (Member)

  
RUBIN KAYKOV (Member)

IN WITNESS WHEREOF, the undersigned members have executed these Articles of Organization of PROSPERITY, L.L.C., of the State of Florida, on this 15<sup>th</sup> day of May, 2004.

  
SHLOMO LEVY

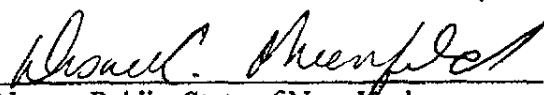
  
SAMUEL ELLIE

  
RUBIN KAYKOV

In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

BEFORE ME the undersigned authority personally appeared, SHLOMO LEVY, SAMUEL ELLIE and RUBIN KAHKOV who under oath, acknowledged before me that they executed the foregoing Articles of Incorporation of PROSPERITY, L.L.C., a Florida Limited Liability Company, voluntarily, and for the purposes therein expressed.

WITNESS my hand and seal at Queens County of the State aforesaid this 15<sup>th</sup> day of May, 2004.

  
Notary Public, State of New York

My Commission Expires:

DESIREE C. GREENFIELD  
No. 01GR4956405  
Notary Public, State of New York  
Qualified in Queens County  
Commission Expires Sept. 25, 2005

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ACKNOWLEDGMENT OF APPOINTMENT AS REGISTERED AGENT

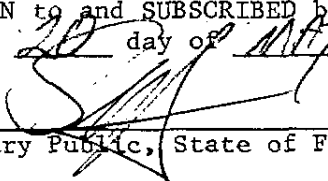
Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the



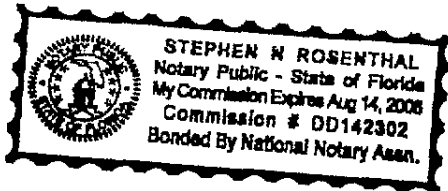
appointment, as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.

  
ABOKHAY PINKHASOV

SWORN to and SUBSCRIBED before me  
this 20 day of MAY, 2004.

  
Notary Public, State of Florida at Large

My Commission Expires:



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JAMES H. ROBERTSON  
TALLAHASSEE, FLORIDA