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WILLIAM S. SHORENSTEIN (DEC'D 1991) MARVIN W. LEWIS RICHARD C. LEWIS TELEPHONE:(305)670-9901 FAX:(305)670-9904 E-MAIL: LEWISLAW@BELLSOUTH.NET

June 3, 2004

Registration Section Division of Corporations Department of State 409 E. Gaines Street Tallahassee, FL 32399

Re: RIOAKS, LLC

Gentlemen:

Enclosed please find proposed Articles of Organization for the above captioned new Florida Limited Liability Company and my check in the amount of \$155.00. Please file the Articles of Organization and return one certified copy to me.

If there is any problem with this filing, please call me collect at the number shown above.

Also enclosed is a return FedEx pre-paid Airbill for the return of the certified copy.

Very truly yours,

RICHARD C. LEWIS

RCL/g Enclosures Federal Express

ARTICLES OF ORGANIZATION

OF

RIOAKS, LLC

The undersigned, desiring to form a Limited Liability Company under and pursuant to Section 608 of the Florida Statutes, do hereby certify as follows:

ARTICLE I - Name

The name of said limited liability company is: RIOAKS, LLC.

ARTICLE II - Address

The mailing address and street address of the principal office of the Limited

Liability Company is:

c/o Philip J. Plummer 4750 S.W. 85th Street Miami, Florida 33143

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature

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

Philip J. Plummer 4750 S.W. 85th Street Miami, Florida 33143

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 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.

Philip J. Plummer, Registered Agent

ARTICLE IV -- MANAGEMENT

This company shall be a manager managed company. The manager is TEN OAKS ENTERPRISES, INC.

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.

Philip &. Plummer, Member

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