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Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : PAUL M. BLOOMGARDEN, P.A.
Account Number : I20010000022
Phone : (954) 370-2222
Fax Number : (954) 370-2211

LIMITED LIABILITY COMPANY

Z.C. VENTURES, L.L.C.

Certificate of Status	1
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**ARTICLES OF ORGANIZATION
OF
Z.C. VENTURES, L.L.C.**

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JAY-ROSE CORPORATIONS
TALLAHASSEE, FLORIDA

The undersigned, being authorized to execute and file these Articles, hereby certifies that

ARTICLE I — NAME

The name of the Limited Liability Company shall be **Z.C. VENTURES, L.L.C.**
("Company").

ARTICLE II — ADDRESS

The mailing address and street address of the principal office of the Company shall be 1354
East 10th Street, Brooklyn, NY 11230.

ARTICLE III — REGISTERED OFFICE AND AGENT

The name and the Florida street address of the registered agent is Philip C. Rosen, 8551 W.
Sunrise Blvd., Suite 208, Ft. Lauderdale, FL 33322.

IN WITNESS WHEREOF, I have signed these Articles of Organization as an Authorized
Representative of a member and acknowledged them to be my act this 12th day of July, 2004.



PHILIP C. ROSEN, Authorized Representative

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

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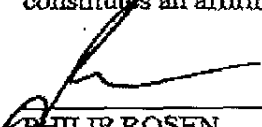
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Z.C. VENTURES, L.L.C.

STATEMENT ACCEPTING APPOINTMENT AS REGISTERED AGENT

I hereby accept the designation as registered agent to accept service of process for the above stated limited liability company at the place designated in this statement. 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 under Chapter 608, Florida Statutes.

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



PHILIP ROSEN
Registered Agent

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STATE OF FLORIDA
COUNTY OF BROWARD

Sworn to and subscribed before me this 12th day of July, 2004 by PHILIP ROSEN, who is personally known to me or has provided his Florida driver's license as identification and who did take an oath.




Notary Public

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