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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 804072 7147059

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ORDER DATE : July 14, 2004

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ORDER NO. : 804072-005

CUSTOMER NO: 7147059

CUSTOMER: Dana Charles, Esq
Dana F. Charles, P.a.

Suite 113
2799 N.w. Boca Raton Boulevard
Boca Raton, FL 33431

DOMESTIC FILING

NAME: MARATHON DEVELOPMENT, L.L.C.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY
MARATHON DEVELOPMENT, L.L.C.

The undersigned subscriber to these Articles of Organization, a natural person competent to contract, hereby subscribes and forms a Limited Liability Company under the Laws of Florida.

ARTICLE I - NAME

The name of this Limited Liability Company is:

MARATHON DEVELOPMENT, L.L.C.

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is:


Marathon Development, L.L.C.
c/o Dana F. Charles, Esq., Dana F. Charles, P.A., 2799 N.W. Boca Raton Blvd., #113,
Boca Raton, FL 33431.

ARTICLE III - REGISTERED AGENT, REGISTERED

OFFICE & REGISTERED AGENT'S SIGNATURE:

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

Dana F. Charles, Esq., Dana F. Charles, P.A., 2799 N.W. Boca Raton Blvd., #113, Boca Raton,
FL 33431.


Dana F. Charles, 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.

ARTICLE IV: NATURE OF BUSINESS, PURPOSE AND POWERS

In addition to the powers authorized by laws of the State of Florida for limited liability companies, the general nature of the business to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as an agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance to it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of the limited liability companies for profit.
6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any other of the purposes or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers set forth in these Articles, either alone or in association with others incidental or others incidental or pertaining

to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or interference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE V: MANAGEMENT

Management of this Limited Liability Company is to be managed by one or more managers and is therefore, a manager managed company.

The initial Managing Members is/are: Michael Miller.

The initial Non-Managing Members is/are: None.

IN WITNESS WHEREOF, the undersigned, MICHAEL MILLER, as authorized representative of a member, does hereby execute and file these articles, declares and certifies that the facts herein stated are true this 13 day of July, 2004.


MICHAEL MILLER,
as authorized representative