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Division of Corporations

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To:  
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Fax Number : (850) 205-0383

From:  
Account Name : STEVEN H. HAGEN, ESQ.  
Account Number : I20040000107  
Phone : (786) 924-5283  
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DIVISION OF CORPORATION

**LIMITED LIABILITY COMPANY**

**AA ACQUISITION HOLDINGS LLC**

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$155.00

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TALLAHASSEE, FLORIDA

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*Handwritten signature/initials*

**ARTICLES OF ORGANIZATION  
OF  
AA ACQUISITION HOLDINGS LLC**

The undersigned being a duly authorized representative of a member, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

**ARTICLE I**

**NAME**

The name of the limited liability company is AA ACQUISITION HOLDINGS LLC (the "Company").

**ARTICLE II**

**ADDRESS**

The principal office and mailing address of the Company is:

701 Brickell Avenue  
Suite 1650  
Miami, Florida 33131

**ARTICLE III**

**REGISTERED AGENT AND OFFICE**

The Company designates 701 Brickell Avenue, Suite 1650, Miami, Florida 33131 as the street address of the initial registered office of the Company, and names Law Center of the Americas, LLC as the Company's initial registered agent at that address to accept service of process within this state.

**ARTICLE IV**

**DURATION AND CONTINUATION**

The period of the Company's duration shall commence with the filing of these Articles of Organization with the Secretary of State, and shall continue perpetually, unless terminated (i) in accordance with the Company's Operating Agreement, or (ii) by the written agreement of a majority of ownership interest.

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**ARTICLE V**  
**MANAGEMENT**

The management of the Company shall be conducted and carried on by at least one (1) Manager. The Manager(s) shall also have the rights and responsibilities described in the Operating Agreement of the Company, if applicable. The Manager(s) shall serve in such capacity until their successor(s) are duly elected and qualified. All Managers, other than the initial Manager, shall be appointed or elected solely as provided in the Operating Agreement.

**ARTICLE VI**  
**MANAGER**

The name and address of the initial Manager of the Company are:

Aaron I. Fleischman  
c/o 701 Brickell Avenue  
Suite 1650  
Miami, Florida 33131

**ARTICLE VII**  
**PURPOSE**

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE VIII**

**ADDITIONAL MEMBERS**

Additional Members may be admitted upon the unanimous written consent of the then existing Members, upon the written application of such new Member, in the manner set forth in the Operating Agreement of the Company, if applicable.

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**ARTICLE IX**

**OPERATING AGREEMENT**

The power to adopt, alter, amend, or repeal the Operating Agreement of the Company shall be vested in the Members of the Company in the manner set forth in the Operating Agreement of the Company.

**ARTICLE IX**

**AMENDMENT**

The power to adopt, alter, amend, or repeal the Articles of Organization of the Company shall be only upon the unanimous written consent of all the existing Members of the Company and in accordance with the procedures set forth in the Operating Agreement of the Company.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 21<sup>st</sup> day of July, 2004.

By:   
Steven H. Hagen  
Duly Authorized Representative  
of a member

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## ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for AA ACQUISITION HOLDINGS LLC to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and acknowledges that the undersigned is familiar with, and accepts, the obligations of such position on this 21st day of July, 2004.

LAW CENTER OF THE AMERICAS, LLC

By: 

Name: George R. Harper

Title: Vice President

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