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Division of Corporations

CARLTON FIELDS

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P. 001/004

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TALLAHASSEE, FLORIDA

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LIMITED LIABILITY COMPANY

STARFIELD MANAGEMENT, LLC

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION
OF
STARFILED MANAGEMENT, LLC

The undersigned hereby forms and organizes a limited liability company pursuant to Section 608.407 of the Florida Limited Liability Company Act (the "Act") and adopts the following Articles of Organization of STARFIELD MANAGEMENT, LLC (the "Company"):

ARTICLE I

NAME

The name of the Company is: STARFIELD MANAGEMENT, LLC.

ARTICLE II

ADDRESS

The mailing address and street address of the initial principal office of the Company is: c/o Fortune International, 1300 Brickell Avenue, Miami, Florida 33131.

ARTICLE III

INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent of the Company is: CFRA, LLC, Corporate Center Three at International Plaza, 4221 W. Boy Scout Boulevard, 10th Floor, Tampa, Florida 33607-5736.

ARTICLE IV

MANAGEMENT

The Company will be a manager-managed company.

ARTICLE V

INDEMNIFICATION

To the fullest extent permitted by law, the Company shall indemnify any person who was or is a party to any proceeding by reason of the fact that he/she is or was a manager or a managing member of the Company or is or was serving at the request of the Company as a manager,

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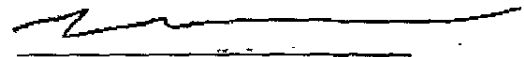
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managing member, officer, employee or agent of another limited liability company, corporation, partnership, joint venture, trust or other enterprise against liability incurred in connection with such proceeding, including the appeal thereof, if he/she acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to, the best interests of the Company and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The Company shall reimburse each person for all costs and expenses, including attorneys' fees, reasonably incurred by him/her in connection with any such liability in the manner provided for by law or in accordance with the regulations of the Company.

The rights accruing to any person under the foregoing provision shall not exclude any other right to which he/she may be lawfully entitled, nor shall anything therein contain or restrict the right of the Company to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

IN WITNESS WHEREOF, these Articles of Organization has been executed by an authorized representative of a Member of the Company as of the 29th day of July, 2004.


William D. Rohrer, Esq., Authorized
Representative

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been designated as registered agent for STARFILED MANAGEMENT, LLC, a Florida limited liability company, in the foregoing Articles of Organization, I, William D. Rohrer, on behalf of CFRA, LLC, a Florida limited liability company, hereby agree to accept service of process for said company and to comply with all statutes relative to the complete and proper performance of the duties of a registered agent. I am familiar with and accept the obligations of that position.

CFRA, LLC



By: _____
William D. Rohrer, Esq., Authorized
Representative

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