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LIMITED LIABILITY COMPANY

SAINT THERESA HOLDINGS, L.L.C.

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ARTICLES OF ORGANIZATION OF FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name

The name of the limited liability company is: **Saint Theresa Holdings, L.L.C.**

ARTICLE II - Address

The mailing address of the principal office and the street address of the principal office of the limited liability company are one and the same, and that is:

10621 North Kendall Dr. Suite 211
Miami, FL 33176

ARTICLE III - Duration

The limited liability company is to survive until it is dissolved by a Super Majority vote of all the members by Special Meeting. Members may vote in person or by telephone.

ARTICLE IV - Management

A list of the names and addresses of the individuals who will be organizing members and joint managers of the limited liability company follows. The management of this company is reserved to the members below whom are considered the managing members.

Name

Address

Robert Cowhig

10621 North Kendall Dr. Suite 211
Miami, FL 33176

Sylvester Oxie Occiano

10621 North Kendall Dr. Suite 211
Miami, FL 33176

William Sanchez

10621 North Kendall Dr. Suite 211
Miami, FL 33176

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ARTICLE VI - Expulsion of Members

Members of the limited liability company may be expelled by a Super Majority of the members at a Special Meeting. Members may vote in person or by telephone.

ARTICLE VII - Decision Making

When a question arises which requires that a decision be made on behalf of the limited liability company, a General Meeting of the members must be held and vote taken to determine the action the limited liability company will take. Members may vote in person or by telephone. The provisions of this Article are superseded by the provisions for Special Meetings as provided for elsewhere in these Articles.

ARTICLE VIII - Definitions

For purposes of these Articles of Incorporation, the following definitions apply unless otherwise specified:

General Meeting - a meeting of the members. A quorum for a General Meeting is a majority of the members.

Special Meeting - a meeting of the members for a specified purpose dictated by these Articles. A quorum for a special meeting is two-thirds (2/3) of the members.

Quorum - the minimum number of people required present in order to conduct business.

Majority - Fifty-one-percent (51%) of the members present, rounded up to the next person (i.e. 7 of 13).

Super Majority - Two-Thirds (2/3) of the members present, rounded up to the next person (i.e. 9 of 13)

Present - either in person or via telephone. A member shall be considered present in person if he/she is physically present and present via telephone if his/her identity can be confirmed on the telephone by at least two other members present in person.

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**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED
OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA
STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS
THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED AGENT
IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: **Saint Theresa Holdings, L.L.C.**
2. The name and address of the registered agent and office is:

William J. Sanchez P.A.
10621 North Kendall Dr. Suite # 211
Miami, Florida 33176

*Having been named as registered agent and to accept such 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 for in Chapter 608, F.S.*


William J. Sanchez
Registered Agent's Signature

Date

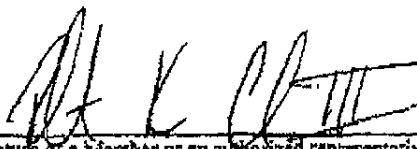
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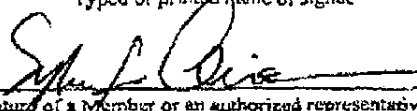
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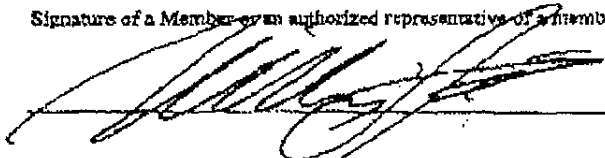
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Signature of a Member or an authorized representative of a member.

Robert Cowling
Typed or printed name of signer


Signature of a Member or an authorized representative of a member.

Sylvester Oxie Occiano
Typed or printed name of signer

Signature of a Member or an authorized representative of a member.


William Sanchez
Typed or printed name of signer

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

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ARTICLE V- Members Rights to Continue Business

Upon the death, disability, disappearance, expulsion, bankruptcy, retirement, resignation of a member or dissolution of a member corporation, or the occurrence of any other event which terminates the continued membership of a member in the limited liability company, the right of the remaining members of the limited liability to continue business is reserved and retained absolutely.

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