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

From:  
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.  
Account Number : 110432003053  
Phone : (305) 672-0686  
Fax Number : (305) 672-9110

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DIVISION OF CORPORATION

**LIMITED LIABILITY COMPANY**

2 N.E. 40th Street, LLC

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## ARTICLES OF ORGANIZATION

### Article I. Name

The name of this Florida limited liability company is:  
2 N.E. 40th Street, LLC

### Article II. Address

The Company's street and mailing address is:  
2 N.E. 40th Street, LLC  
2 NE 40th Street  
STE 403  
Miami FL 33137

### Article III. Registered Agent

The name and street address of the Company's registered agent is:  
Acquisition Group Management, Inc.  
1500 Bay Road  
STE 1430  
Miami Beach FL 33139

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### Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Emanuel S. Benjamin | FL Bar Member  
Law Offices of Emanuel S. Benjamin, PL  
2 NE 40th Street  
STE 403  
Miami FL 33137  
305-438-9000

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Article V. Management


This will be a manager-managed company. The name and address of each manager is:

EMANUEL S. BENJAMIN  
2 NE 40th Street STE 403 Miami FL 33137  
AZARI T. BENJAMIN  
2 NE 40th Street STE 403 Miami FL 33137

Article VI. Company Existence

The Company's existence shall begin effective as of July 30, 2004.

The undersigned authorized representative of a member executed these Articles of Organization on July 30, 2004.

  
\_\_\_\_\_  
EMANUEL S. BENJAMIN  
by K. Sarria as attorney-in-fact

Emanuel S. Benjamin | FL Bar Member  
Law Offices of Emanuel S. Benjamin, PL  
2 NE 40th Street  
STE 403  
Miami FL 33137  
305-438-9000

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## STATEMENT OF REGISTERED AGENT

LIMITED LIABILITY COMPANY:

2 N.E. 40th Street, LLC

REGISTERED AGENT/OFFICE:

Acquisition Group Management, Inc.

1500 Bay Road

STE 1430

Miami Beach FL 33139

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

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ACQUISITION GROUP MANAGEMENT, INC.

Karla Sarria, Vice President

by K.Sarria as attorney-in-fact

Date: July 30, 2004

Emanuel S. Benjamin | FL Bar Member

Law Offices of Emanuel S. Benjamin, PL

2 NE 40th Street

STE 403

Miami FL 33137

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