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LIMITED LIABILITY COMPANY

402 @ canyon ranch miami, l.l.c.

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**ARTICLES OF ORGANIZATION
OF
402 @ CANYON RANCH MIAMI, L.L.C.,
a Florida Limited Liability Company.**

The undersigned subscribes to these Articles of Organization hereby for a Limited Liability Company under the Laws of the State of Florida. The name of this limited liability company is: 402 @ CANYON RANCH MIAMI, L.L.C., a Florida Limited Liability Company.

**ARTICLE ONE
NATURE OF BUSINESS**

This limited liability company may engage in any business permitted under the laws of the United States of America and the laws of the State of Florida. Without limiting any of the purposes, powers and objects of this limited liability company it is expressly declared and provided that this limited liability company shall have power in carrying on its own business, or for the purpose of accomplishment of any of the purposes or attainment of the objects hereinabove specified, to make and perform contracts of any kind and description and to do any and all other acts and things, and to exercise any and all powers either as principal, agent or broker, conferred by the laws of Florida upon limited liability company, and which a partnership or natural person could do and exercise, and which now or hereafter may be authorized by law.

**ARTICLE TWO
DURATION**

This limited liability company shall exist for the maximum time period permitted by law unless sooner dissolved in accordance with the laws of the State of Florida. The date of existence shall begin upon the filing of these Article of Organization and upon acceptance by the Secretary of State.

**ARTICLE THREE
PLACE OF BUSINESS AND MAILING ADDRESS**

The principal place of business of this limited liability company shall be 792 Montgomery Street, Brooklyn, New York 11213 or such other place or places as the member(s) from time to time may determine. The mailing address shall be the same as the business address.

Prepared By:

Eric P. Stein, P.A.
1820 N.E. 163rd Street #100
North Miami Beach, Florida 33162
Tel (786) 248-1000
Florida Bar No. 38301

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ARTICLE FOUR CONTRIBUTIONS TO CAPITAL

The initial capital of this limited liability company shall consist of the sum of One Thousand and no/100 (\$1,000.00) dollars which will be contributed by the members. The contributions to capital may be in the form of cash or in property, tangible or intangible, personal, real or mixed. The contributions to capital shall be paid within 15 days after the filing of these Articles of Organization with the Department of State. The just valuation of the property contributed to capital shall be fixed by the members at a meeting called for such purpose.

Additional capital contribution to equity, in cash or in property, shall be made from time to time pursuant to the needs of this limited liability company as determined by its members. Additional contributions in the form of loans, whether in cash or in kind, and the terms of these loans, may be made as authorized by the members and upon terms and conditions as agreed upon the members. The failure to make capital contributions in the capital amount of as the agreed upon due dates shall result in the member in default being dropped and his interest distributed prorata to the remaining member or members.

ARTICLE FIVE ADMISSION OF ADDITIONAL MEMBERS

The members of this limited liability company are given the right to admit additional members upon terms and conditions set forth in the regulations adopted by the members. This company shall have two members initially. The numbers of member may be increased or decreased from time to time in such manner as may be prescribed by the regulations, but shall never be less than one (1).

ARTICLE SIX MANAGEMENT OF BUSINESS

Management or conduct of this limited liability company shall be by the members with voting power prorata to their interest. The rights and duties of the member shall be set forth in the regulations of this limited liability company, if any, which are incorporated herein by reference. Decisions shall be by majority vote, each member having a vote proportionate to his interest in the company. The initial member(s) of this limited liability company are:

Title	Name and Address
Member	Emanuel Rosenblum 1326 President Street, Brooklyn, New York 11213
Member	Sorah Andrusier 792 Montgomery Street, Brooklyn, New York 11213

ARTICLE SEVEN REGULATIONS

The members of the limited liability company may adopt regulations containing all provisions for the regulation and management of this company not inconsistent with law or these articles. The power to alter, amend or repeal these regulations shall be vested in the members of this company if decided by majority vote.

ARTICLE EIGHT PROPERTY

Real or personal property originally brought into or transferred to the company, or acquired by the company by purchase or otherwise shall be held and owned and conveyance shall be made in the name of this limited liability company. The company's regulations shall make a provision as to who may execute instruments and documents relating to property.

ARTICLE NINE MEETING OF MEMBERS

Annual meetings of the members shall be held at times and places selected by the members. Special meeting may be called by any member in accordance with the requirements set forth in the regulations, if any, or at any time after the giving of 5 days notice to the other members. Notice of special meeting shall be given by actual notice in person or by telephone to each member. Attendance at meetings constitutes a waiver of notice unless the member protests the lack of a notice to him. Minutes shall be kept of all regular and special meetings.

ARTICLE TEN TRANSFERABILITY OF MEMBERS' INTEREST

A member's interest in this limited liability company may be transferred only with the unanimous written consent of all remaining members if the transferee intends to become a member. Without this consent, the transferee shall not be entitled to become a member or to participate in the management of the company, but shall be entitled only to the share of profits, other compensation or return of contributions to which the transferor otherwise would be entitled.

ARTICLE ELEVEN PROFITS AND LOSSES

The members of this company shall be entitled to the net profits arising from the operation of the company business. Each member shall be entitled to his distributive share of the profits according to his prorata interest in the company. Losses shall be passed through to each member according to his prorata interest in the company.

ARTICLE TWELVE

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WITHDRAWAL, RETIREMENT, DEATH, BANKRUPTCY, OR EXCLUSION

In the event of withdrawal, retirement, death, bankruptcy or expulsion of a member, this limited liability company shall remain in existence and continue in business pursuant to the applicable provisions of the regulations.

**ARTICLE THIRTEEN
AMENDMENTS**

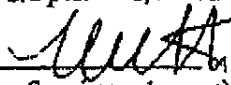
These articles, except with respect to the vested rights of the members, may be amended from time to time by unanimous consent of the members, and the amendment shall be filed, duly signed by all members of the company, with the Florida Department of State.

**ARTICLE FOURTEEN
REGISTERED AGENT AND REGISTERED OFFICE**

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

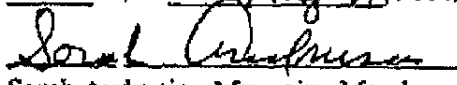
ERIC P. STEIN, P.A.
Attorney-at-Law
1820 N.E. 163rd Street, Suite 100
North Miami Beach, Florida 33162


ERIC P. STEIN, P.A. having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in these articles of organization, hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned registered agent further agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties and further accepts the obligations of the position as registered agent as provided for in Chapter 608, Florida Statutes.


(name of registered agent)
REGISTERED AGENT

REQUIRED SIGNATURE OF MANAGER(S) OR MANAGING MEMBER(S)

The undersigned has executed and acknowledged these Articles of Organization this 27 day of August, 2004.


Sarah An Irusier, Managing Member


Emanuel Rosenblum, Managing Member

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

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