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To:

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Account Name : EMPIRE CORPORATE KIT COMPANY
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TALLAHASSEE, FLORIDA

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LIMITED LIABILITY COMPANY

freeman holdings, l.l.c.

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ARTICLES OF ORGANIZATION FOR
Freeman Holdings, L.L.C.

ARTICLE I - Name:

The name of the Limited Liability Company is:

Freeman Holdings, L.L.C.

ARTICLE II Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

501 S.E. Second Street, # 443
Ft. Lauderdale, Florida 33301

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV - Management:

_____ The Limited Liability Company is to be managed by a manager or managers and the name(s) and addressees) of such manager(s) who is/are to serve as manager(s) is/are:

XX The Limited Liability Company is to be managed by the member and the name and addresses of the managing member is:

Christopher S. Freeman
501 S.E. Second Street, # 443
Ft. Lauderdale, FL 33301

THIS DOCUMENT PREPARED BY:
Howard E. Kurzweil, Esq.
Howard E. Kurzweil, P.A.
Tower 101, Ste 1700, 101 NE 3rd Ave.
Ft. Lauderdale, FL 33301
Florida Bar No.: 284416
Phone: (954) 615-0100

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ARTICLE V Registered Agent and Initial Registered Office

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

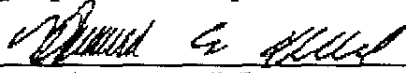
HOWARD E. KURZWEIL, ESQ.
HOWARD E. KURZWEIL, P.A.
Tower 101, Suite 1700
101 Northeast Third Avenue
Ft. Lauderdale, Florida 33301

The Manager and/or Member may, from time to time, move the Registered Office to any other address in the State of Florida.

ARTICLE VI Capitalization

The initial contribution of its member has a value of \$100.00, and no additional capital contributions shall be required at the request of a non-member third party.

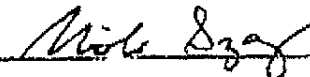
IN WITNESS WHEREOF, the undersigned, as an authorized Representative of the Initial Member, has executed the foregoing Articles of Organization as of the 14th day of October, 2004


Howard E. Kurzweil, Esq.

STATE OF FLORIDA)
) SS.
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 14th day of October, 2004, by Howard E. Kurzweil, Esq. who personally appeared before me at the time of notarization, and who is personally known to me.

NOTARY PUBLIC:

Sign 

State of Florida at Large

My commission expires:

Commission No. _____



Nicole Szary
My Commission DD314111
Expires April 28, 2008

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TALLAHASSEE, FLORIDA

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

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 Office/Agent, in the State of Florida.

That Freeman Holdings, L.L.C. desiring to organize under the laws of the State of Florida, with its registered office at 501 S.E. Second Street, # 443, Ft. Lauderdale, Florida 33301, has named Howard E. Kurzweil, Esq., located at Howard E. Kurzweil, P.A., Tower 101, Suite 1700 Northeast Third Avenue, Ft. Lauderdale, Florida 33301, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named as registered agent and to accept 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.


Howard E. Kurzweil, Esq

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