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TALLAHASSEE, FLORIDA

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Fax Number : (850) 205-0383

From:

Account Name : EMPIRE CORPORATE KIT COMPANY

Account Number : 072450003255

Phone : (305) 634-3694

Fax Number : (305) 633-9696

LIMITED LIABILITY COMPANY

south of 5th llc

Certificate of Status	0
Certified Copy	1
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J. BRYAN OCT 22 2004

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HALL COUNTY CLERK
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ARTICLES OF ORGANIZATION

FOR

SOUTH OF 5TH LLC

ARTICLE I - NAME:

The name of this Limited Liability Company ("Company") shall be:

SOUTH OF 5TH LLC

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company is: c/o Michael Samuel, 3110 NE 2nd Avenue, Miami, Florida 33137.

ARTICLE III - DURATION

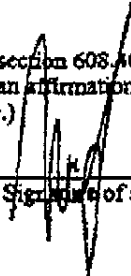
The period of duration for the Company shall be perpetual unless dissolved according to law.

ARTICLE IV. - MANAGEMENT

The Company is to be managed by its manager(s). The name and address of the initial manager of the Company is:

Michael Samuel
3110 NE 2nd Avenue
Miami, Florida 33137

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



Signature of a Member Representative

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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 TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: **SOUTH OF 5TH LLC**
2. The name and the Florida street address of the registered agent are:

MICHAEL SAMUEL
NAME

3110 NE 2nd Avenue
Florida street address (P.O. BOX NOT ACCEPTABLE)

Miami, Florida 33137
CITY, STATE AND ZIP

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.


SIGNATURE

1104000010708

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