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To: Division of Corporations
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From: Account Name : EMPIRE CORPORATE KIT COMPANY
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STATE OF FLORIDA
TALLAHASSEE

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LIMITED LIABILITY COMPANY

5222 holdings, llc

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ARTICLES OF ORGANIZATION
OF
5222 HOLDINGS, LLC

ARTICLE I - NAME

The name of the Limited Liability Company is: 5222 HOLDINGS, LLC (the "Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company is 311 Lincoln Road, Suite 200, Miami Beach, Florida 33139.

ARTICLE III - DURATION

The period of duration for the Company shall be perpetual.

ARTICLE IV - MANAGEMENT

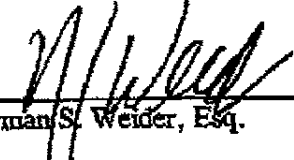
The Company will be a manager-managed Company. The name and address of the Managers are:

<u>Name</u>	<u>Address</u>
Mera Rubell	311 Lincoln Road, Suite 200 Miami Beach, FL 33139
Jason Rubell	311 Lincoln Road, Suite 200 Miami Beach, FL 33139

ARTICLE V - EFFECTIVE DATE

The effective date of formation of the Company is November 10, 2004.

IN WITNESS WHEREOF, the undersigned representative of the Members has executed these Articles of Organization this November 10, 2004.



Norman S. Weider, Esq.

Preparer:
Norman S. Weider, Esq.
100 S.E. 2d Street, #3950
Miami, FL 33131
Phone: (305) 371-6338 - Florida Bar No. 150388

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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, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

- 1. The name of the limited liability company is: 5222 HOLDINGS, LLC.
- 2. The name and address of the registered agent and office is:

Norman S. Weider, Esq.
100 S.E. 2nd Street
Suite 3950
Miami, Florida 33131

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 PROPERTY AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Norman S. Weider
NORMAN S. WEIDER, ESQ.

DATE: 11/10/04

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