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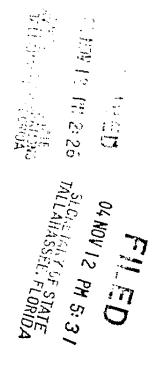
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PICK-UP	MAIT WAIT	MAIL
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Certified Copies	_ Certificates	of Status
Special Instructions to Filing Officer:		





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FILINGS, INC. TERESA ROMAN OL NOV 12 PH 5: 31
SECRETARIST REFERENCE (Requestor's Name) 2805 LITTLE DEAL ROAD (Address) TALLAHASSEE, FLORIDA 32308 385-6735 OFFICE USE ONLY (City, State, Zip) (Phone #) CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known): (Document #) (Corporation Name) (Document #) (Corporation Name) (Document #) (Corporation Name) (Document #) Walk in Pick up time . Certified Copy Mail out Will wait Certificate of Status Photocopy **NEW FILINGS AMENDMENTS** Profit Amendment NonProfit Resignation of R.A., Officer/Director Limited Liability Change of Registered Agent Domestication Dissolution/Withdrawal Other Merger REGISTRATION/ OTHER FILINGS QUALIFICATION Annual Report Foreign **Fictitious Name** Limited Partnership

Reinstatement

Trademark

Other

CR2E031(10/92)

Name Reservation

Examiner's Initials

ARTICLES OF ORGANIZATION OF Phenion Gallery, LLC

We, the undersigned as organizers of a limited liability company, under the Florida Limited Liability Company Act, adopt the following Articles of Organization for such limited liability company:

ARTICLE I - NAME

The name of the limited liability company is Phenion Gallery, LLC.

ARTICLE II - DURATION

The period of duration of this limited liability company shall be Perpetual from the date of the issuance of a Certificate of Organization by the State of Florida.

ARTICLE III - PRINCIPAL OFFICE

The address of the principal office of this limited liability company is 6726 Third Street, Jupiter, Florida 33458, and the mailing address shall be the same.

ARTICLE IV - REGISTERED AGENT AND OFFICE

The name of the initial registered agent within Florida is Filings, Inc., a Florida corporation, and the street address is 3732 Northwest 16th Street, Fort Lauderdale, Florida 33311.

ARTICLE V - MEMBERS

This limited liability company has 34 members whose names and addresses are:

Phenion Development Group, Inc. 6726 Third Street, Jupiter, Florida 33458

Bertram Abdul 503 Waterside Road, S.E., Palm Bay, Florida 32909

Arturo & Kimberly Abreu 17674 Southwest 6th Street Pembroke Pines, Florida 33029

Lenworth & Sharron Barrnett 7220 Biltmore Boulevard, Miramar, Florida 33023

Attli Bramwell 19048 Northwest 23rd Place Pembroke Pines, Florida 33029

Richard & Denise Cadien 1494 Falcolnwood Court, Apopka, Florida 32712

Christopher & Shirley CanoTai 3340 Southwest 173rd Terrace Miramar, Florida 33029

Winifred Chambers 900 WhisterOak Drive, Melbourne, Florida 32901

Aston & Beverley Chin 10229 Southwest 59th Street Cooper City, Florida 33328

Leonard & Olive Chin-Yet 8660 Southwest 49th Street Cooper City, Florida 33328

Eulie Clarke 16248 Southwest 20th Street Miramar, Florida 33207

Widlyn Davis

11280 Northwest 42nd Street Coral Springs, Florida 33065

Allen & Gloria Dyer 10155 Northwest 31st Court Sunrise, Florida 33351

Winston & Agnes Foster 8632 South Sutton Drive, Miramar, Florida 33025

Aldos & Yvonne Higgins 290 South Bel Aire Drive Plantation, Florida 33317

Mark Hing 2341 Largo Drive, Miramar, Florida 33023

Paul Hing 7560 Taylor Street, Hollywood, Florida 33024

Victor & Elaine Hing 3201 Knolls Road, Miramar, Florida 33025

Sharon Horrie 2957 Southwest 137th Avenue Miramar, Florida 33028

Barron & Sandra Johnson 1000 Northwest 130th Terrace Sunrise, Florida 33323

Dervin Johnson 6726 Third Street, Jupiter, Florida 33458

Aslim & Bakhsh Salim Khan 6726 Third Street, Jupiter, Florida 33458

Bernice Knight 1584 Southwest 159th Lane Pembroke Pines, Florida 33027

Garry Marsh 2401 Gulfstream Drive, Miramar, Florida 33023

P.O. Box 490405, Fort Lauderdale, Florida 33349

Fern Mitchell 676 Northwest 129th Way Pembroke Pines, Florida 33025

Leonore Mottley 6726 Third Street, Jupiter, Florida 33458

Peter & Therese Moy 10229 Southwest 59th Street Cooper City, Florida 33328

Josetta Pierre-Louis 19417 Southwest 65th Street Pembroke Pines, Florida 33332

Mark Wayne Robinson 2401 Gulfstream Drive, Miramar, Florida 33023

Selwyn & Michelle Sifontes 17395 Southwest 33rd Court Miramar, Florida 33029

Jane Wayne 8854 Rodco Drive, Lake Worth, Florida 33467

Esmin Williams 15826 Northwest 11th Street Pembroke Pines, Florida 33028

Cynetta P. Williams 526 Northwest 159th Lane Pembroke Pines, Florida 33028

No additional members shall be admitted unless all members, (including any additional members other than original members) shall unanimously agree, and on such terms and conditions as shall be agreed unanimously.

The death, retirement, resignation, expulsion, bankruptcy or dissolution of any member, or the occurrence of any event which terminates the continued membership of a member of this limited liability company, shall terminate this company, unless the remaining members shall unanimously agree to continue the business of the company,

Certificate designating place of business or domicle for the service of process within Florida, naming agent upon whom process may be served.

In compliance with Section 608, Florida Statutes, the following is submitted:

First that Phenion Gallery, LLC , desiring to organize or qualify under the laws of the State of Florida, has named Filings, Inc., a Florida corporation, located at 3732 N.W. 16th Street, Fort Lauderdale, Florida, as its agent to accept service of process within Florida.

Teresa Roman,

Authorized Representative of a Member

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby agree to act in this capacity. I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

> Filings, Inc. by Teresa Roman, Vice-President

Teresa Roman