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LIMITED LIABILITY COMPANY

palm beach capital investments, llc

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ARTICLES OF ORGANIZATION
OF

PALM BEACH CAPITAL INVESTMENTS, LLC,
A FLORIDA LIMITED LIABILITY COMPANY

ARTICLE 1: NAME

The name of the limited liability company is:

PALM BEACH CAPITAL INVESTMENTS, LLC

ARTICLE 2: ADDRESS

The mailing address and the street address of the initial principal office of the limited liability company is P.O. Box 661169, Miami Springs, FL 33266.

ARTICLE 3: DURATION

The period of duration for the limited liability company shall be perpetual.

ARTICLE 4: MANAGEMENT

The limited liability company is to be managed solely by the members, and the name and address of the member is:

Arcadia Properties, Inc., P.O. Box 661169, Miami Springs, FL 33266

ARTICLE 5: ADMISSION OF ADDITIONAL MEMBERS

The members, acting only by the written consent of the majority-in-interest of the members, shall have the right to admit additional members, subject to all of the terms and conditions of

PREPARED BY:
ARNOLD PERLSTEIN, ESQ.
FLORIDA BAR NO. 270911
441 MONTCLAIRE DRIVE
WESTON, FL 33326
(954) 389-0170

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these Articles of Organization, of any operating agreement of the limited liability company, and of the Regulations of the limited liability company.

ARTICLE 6: MEMBERS' RIGHTS TO CONTINUE BUSINESS

The remaining members of the limited liability company shall have the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or upon the occurrence of any other event which terminates the continued membership of a member in the limited liability company, but only be upon the terms and conditions of any operating agreement and the Regulations, as they exist at that time.

ARTICLE 7: REGISTERED AGENT/OFFICE

The name and address of the original Registered Agent and Office

are: ARNOLD PERLSTEIN, ESQ.
441 Montclair Drive
Weston, FL 33326

IN WITNESS WHEREOF, the undersigned Member has hereunto set his hand and seal on November 30, 2004. 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.

ARCADIA PROPERTIES, INC., Member


J.A. ALMEIDA, President

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ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

ARNOLD PERLSTEIN, ESQ., the individual residing in this state, having a business office identical with the registered office of the organization named below, and having been designated as the registered agent in the above and foregoing Articles of Organization of PALM BEACH CAPITAL INVESTMENTS, LLC, and to accept service of process for the above limited liability company, hereby accepts said appointment as Registered Agent and agrees to act in such capacity. The undersigned is familiar with and accepts the obligations of the position of Registered Agent in Chapter 608, Florida Statutes, and agrees to comply with all the provisions of all statutes relating to the proper performance of his duties.

Dated this 30th day of November, 2004.

Arnold Perlstein, Esq.
ARNOLD PERLSTEIN, ESQ.

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