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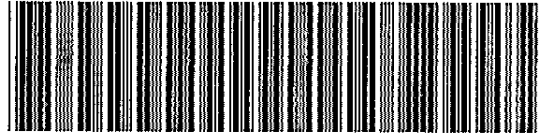
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wc *12/17* *11:00*

**ARTICLES OF ORGANIZATION
OF
MILLENNIUM TECH, L.L.C.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned as an authorized representative of the organizers of a limited liability company, under the Florida Limited Liability Act, adopt the following Articles of Organization for such limited liability company:

ARTICLE I - NAME

The name of the limited liability company is Millennium Tech, L.L.C.

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 14201 S.W. 248 Street, Redlands, Florida 33032.

ARTICLE IV - REGISTERED AGENT AND OFFICE

The name of the initial registered agent within Florida is Neal L. Sandberg, 2650 Biscayne Boulevard, Miami, Florida 33137.

ARTICLE V - MEMBERS

This limited liability company has two (2) members whose names and addresses are:

1. Tom Mestre
14201 S.W. 248 Street
Redlands, Florida 33031

2. Frank Alvarez
5161 Collins Avenue, Unit 303
Miami Beach, Florida 33140

No additional members shall be admitted unless all members, (including any additional members other than original member) 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 member, or the occurrence of any event of this limited liability company, shall terminate this company, unless the remaining members shall unanimously agree to continue the business of the company, in which even, this company shall not so terminate.

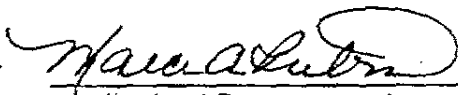
ARTICLE VI - MANAGEMENT

The management of the company is reserved to the members of the company in proportion to their contributions to the capital of the limited liability company. The power to adopt, amend or repeal the regulations of this limited liability company shall be vested in the members of the company.

The name and address of the managing members are :

1. Tom Mestre
14201 S.W. 248 Street
Redlands, Florida 33031
2. Frank Alvarez
5161 Collins Avenue, Unit 303
Miami Beach, Florida 33140

IN WITNESS WHEREOF, the undersigned authorized representative of the members named above has executed these Articles of Organization on this 16 day of December, 2004.

By 
Authorized Representative
Marci A. Rubin, Esq.
Simon, Schindler & Sandberg, LLP
2650 Biscayne Boulevard
Miami, Florida 33137
FL Bar #0990647

**REGISTERED AGENT DESIGNATION AND ACCEPTANCE
FOR
MILLENNIUM TECH, L.L.C.**

This Certificate shall designate the place of business or domicile in the State of Florida for service of process within Florida, naming the agent upon whom process may be served.

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

First, that Millennium Tech, L.L.C., is filing this Articles of Organization to organize or qualify a Limited Liability Company under the laws of the State of Florida.

Second, Millennium Tech, L.L.C. has named Neal L. Sandberg located at 2650 Biscayne Boulevard, Miami, Florida 33137 to serve as its registered agent to accept service of process within Florida.

The undersigned hereby accepts the registered agent designation conferred above this 16 day of December, 2004.

By: 

Neal L. Sandberg, Registered Agent
2650 Biscayne Boulevard
Miami, Florida 33137