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CAMNER, LIPSITZ AND POLLER

305-442-2389 01

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DIVISION OF CORPORATIONS

LIMITED LIABILITY COMPANY

NVD, LLC

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**ARTICLES OF ORGANIZATION  
OF  
NVD, LLC**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned hereby forms a limited liability company under the Florida Limited Liability Company Act and adopt as the Articles of Organization of such limited liability company the following:

- I. The name of the limited liability company:

**NVD, LLC (the "Company")**

- II. The period of its duration:

Perpetual effective from the date of filing of these Articles of Organization with the Secretary of State of the State of Florida.

- III. The purpose for which the limited liability company is organized:

The Company shall have unlimited power to engage in and do any lawful act concerning any or all lawful businesses for which limited liability companies may be organized according to the laws of the State of Florida, including all powers and purposes now and hereafter permitted by law to a limited liability company.

- IV. A. The mailing address of the principal place of business in Florida:

4302 Alton Road - Suite 710  
Miami Beach, Florida 33140

- B. The name and address of the Company's initial Registered Agent is:

Neale J. Poller  
550 Biltmore Way - Suite 700  
Coral Gables, Florida 33134

- V. Management of the Company is reserved to the Members. The names and addresses of the Members and their respective Percentage of Interest of each Member are:

<u>Name</u>	<u>Address</u>	<u>Percentage of Interest</u>
Arthur S. Agatston, Managing Member	4302 Alton Road - Suite 710 Miami Beach, FL 33140	50%
Sari K. Agatston, Member	4302 Alton Road - Suite 710 Miami Beach, FL 33140	50%

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VI. Additional Members may be admitted at such times and on such terms and conditions as the Members may agree and as provided in the Operating Agreement of the Company.

VII. The Company shall continue its business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or occurrence of any other event which terminates the continued membership of a Member in the Company.

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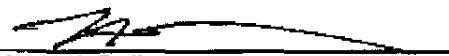
IN WITNESS WHEREOF, the undersigned, an authorized representative of NVD, LLC has executed these Articles of Organization this 3rd day of January, 2005.

**AUTHORIZED REPRESENTATIVE**

BY:   
Name: Neale J. Poller  
Title: An Authorized Representative

**ACKNOWLEDGMENT OF REGISTERED AGENT**

The undersigned, having been named as Registered Agent for NVD, LLC, at the place designated in these Articles of Organization, hereby agrees to act in such capacity and to comply with the provisions of law in relation thereto. The undersigned is familiar with the obligations of a Registered Agent under the Florida Limited Liability Company Act.

  
Neale J. Poller

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