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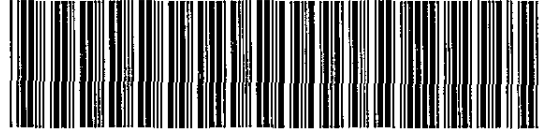
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J. SIMAN JAN 4 4 2005

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Red Road Plaza, LLC

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- ___ Art of Inc. File _____
- ___ LTD Partnership File _____
- ___ Foreign Corp. File _____
- ✓ L.C. File _____
- ___ Fictitious Name File _____
- ___ Trade/Service Mark _____
- ___ Merger File _____
- ___ Art. of Amend. File _____
- ___ RA Resignation _____
- ___ Dissolution / Withdrawal _____
- ___ Annual Report / Reinstatement _____
- ✓ Cert. Copy _____
- ___ Photo Copy _____
- ✓ Certificate of Good Standing _____
- ___ Certificate of Status _____
- ___ Certificate of Fictitious Name _____
- ___ Corp Record Search _____
- ___ Officer Search _____
- ___ Fictitious Search _____
- ___ Fictitious Owner Search _____
- ___ Vehicle Search _____
- ___ Driving Record _____
- ___ UCC 1 or 3 File _____
- ___ UCC 11 Search _____
- ___ UCC 11 Retrieval _____
- ___ Courier _____

Signature _____

Requested by: *WC*

Name _____

Date *1/14*

Time *11:00*

Walk-In _____

Will Pick Up _____

**ARTICLES OF ORGANIZATION
FOR
RED ROAD PLAZA, LLC**

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ARTICLE I - NAME

The name of the limited liability company is Red Road Plaza, LLC.

ARTICLE II - DURATION

This period of duration for the limited liability company shall be: PERPETUAL.

ARTICLE III - ADDRESS

The mailing address and street address of the principal office of the limited liability company is: 1355 West 44th Place, Suite 100, Hialeah, Florida 33012.

ARTICLE IV - PURPOSE

This limited liability company is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under the Florida Limited Liability Company Act.

ARTICLE V - INITIAL MEMBERS AND MANAGEMENT

The limited liability company is to be managed by its managing member, Sam Levy, the names and addresses and the percentage of ownership of the members are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>PERCENTAGE</u>
Sam Levy	1355 West 44 th Place, Suite 100 Hialeah, Florida 33012	26%
Nina Levy	1355 West 44 th Place, Suite 100 Hialeah, Florida 33012	26%
Deborah J. Hayun	1355 West 44 th Place, Suite 100 Hialeah, Florida 33012	24%
Solomon David Levy	1355 West 44 th Place, Suite 100 Hialeah, Florida 33012	24%

ARTICLE VI - ADMISSION OF ADDITIONAL MEMBERS

Additional members may be admitted to the limited liability company only upon the unanimous consent of all existing members.

ARTICLE VII - MEMBERS RIGHTS TO CONTINUE BUSINESS

The remaining members of the limited liability company shall continue the business

of the limited liability company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or the occurrence of any other event which terminates the continued membership of a member in the limited liability company.

ARTICLE VIII - CONTRACTING AND DEBTS

Any member of the limited liability company, acting without the other members, shall be authorized to contract in all matters, including matters of debt, on behalf of the limited liability company. In addition, instruments and documents providing for the acquisition, mortgage or disposition of real or personal property of the limited liability company shall be valid and binding upon the company if they are executed by one member of the limited liability company.

ARTICLE IX - POWERS

The limited liability company will have the same powers as an individual to do all things necessary to carry out its business and affairs, including, without limitations, all powers set forth in Florida Statutes 608.404, as from time to time amended, and the following powers:

- A) Sue or be sued, or complain or defendant, in its name.
- B) Purchase, take, receive, lease, subscribed for, or otherwise acquire, own, hold, improve, vote, use or otherwise deal in or with real or personal property, or an interest in real or personal property or any legal or equitable property, wherever located.
- C) Sell, convey, mortgage, pledge, create a security interest in, lease, exchange, lend or otherwise dispose of, all or any part of its property and assets.
- D) Make contracts or guarantees or incur liabilities, borrow money, issue its notes, bonds or other obligations; secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income; or make contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of a corporation the majority of the outstanding stock of which is owned directly or indirectly by the contracting company; a corporation which owns, directly or indirectly, a majority of the outstanding stock of the contracting company, or a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by a corporation which owns, directly or indirectly, the majority of the outstanding stock of the contracting company, which contracts of guaranty and suretyship shall be deemed to be necessary or convenient to the conduct, promotion or attainment of the business of the contracting company; or make other contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of the contracting company.
- E) Lend money, invest or reinvest its funds, or receive and hold real or personal property as security for repayment.
- F) Conduct its business, locate offices and exercise the powers granted by this chapter within or without this State.

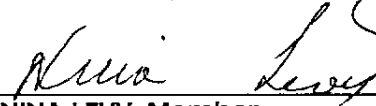
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- G) Elect or appoint managers and agents of the limited liability company, define their duties, fix their compensation and lend them money and credit.
- H) Make and amend its regulations, not inconsistent with its articles of organization or with the Laws of this State, for the administration and regulation of the affairs of the company.
- I) Make donations for the public welfare or for charitable, scientific, or educational purposes.
- J) Indemnify a member or manager or any other person as provided in this chapter against expenses actually and reasonably incurred by him or her or it in connection with the defense of an action, suit or proceeding, whether civil or criminal, in which he or she or it is made a party.
- K) Cease its activities and surrender its certificate of organization.
- L) Have and exercise all powers necessary or convenient to effect any or all of the purposes for which the company is organized.
- M) Transact any lawful business that will be in aid of governmental policy.
- N) Be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, limited partnership, limited liability company, joint venture, trust, or other enterprise.
- O) Make payments or donations or do any other act not inconsistent with law that furthers the business and affairs of the company

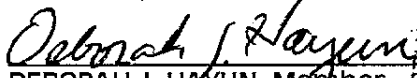
IN WITNESS WHEREOF, the undersigned executed the foregoing Articles of Organization this 12 day of January, 2005. (In accordance with Section 608.408(3) Florida Statutes, the execution of this Affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)



 SAMUEL LEVY, Managing Member



 NINA LEVY, Member



 DEBORAH J. HAYUN, Member

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 TALLAHASSEE, FLORIDA
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STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was sworn to and subscribed before me in the County and State last aforesaid, this 12 day of January, 2005 by Samuel Levy, Nina Levy and Deborah J. Hayun as Members of Red Road Plaza, LLC, who personally appeared before me at the time of notarization and who is personally known to me or who has produced (type of identification) _____ as identification.

My Commission Expires:

[Signature]
NOTARY PUBLIC (SEAL)
(print name)

OFFICIAL NOTARY SEAL
GARY V SMITH
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. DD094613
MY COMMISSION EXP. MAR. 12, 2006

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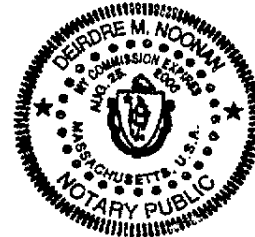
Solomon Levy
SOLOMON LEVY, Member

STATE OF MASSACHUSETTS
COUNTY OF Suffolk

The foregoing instrument was sworn to and subscribed before me in the County and State last aforesaid, this 3rd day of January, 2005 by Solomon Levy as Member of Red Road Plaza, LLC, who personally appeared before me at the time of notarization and who is personally known to me or who has produced (type of identification) MA Drivers License as identification.

My Commission Expires: 8/25/06

Deirdre M. Noonan
NOTARY PUBLIC (SEAL)
(print name) Deirdre M. Noonan



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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

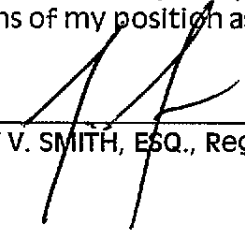
PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: RED ROAD PLAZA, LLC
2. The name and the Florida street address of the registered agent are:

Name: GARY V. SMITH, ESQUIRE

Address: 1230 NW 7 Street
Miami, Florida 33125

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in his 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 proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



GARY V. SMITH, ESQ., Registered Agent

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