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Florida Department of State
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To: Division of Corporations
 Fax Number : (850) 205-0383

From: Account Name : EMPIRE CORPORATE KIT COMPANY
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LIMITED LIABILITY COMPANY

venus properties, llc

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$155.00

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ARTICLES OF ORGANIZATION

OF

VENUS PROPERTIES, LLC

The undersigned, for the purpose of forming a limited liability company under Florida Limited Liability Act, F.S. Chapter 608, hereby make, acknowledge and file the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be:

VENUS PROPERTIES, LLC ("Company")

ARTICLE II - ADDRESS

The mailing and street address of the principal office of the company shall be:

14451 PEDIGREE LANE
SOUTHWEST RANCHES, FL. 33330

ARTICLE III - DURATION

Perpetual. The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The company's existence shall be perpetual, unless the company is earlier dissolved as provided in these articles of organization.

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ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the State of Florida is:

**ELIZABETH T. ZIADIE
14451 PEDIGREE LANE
SOUTHWEST RANCHES, FL. 33330**

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this 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 as provided for in Chapter 608, F.S.



Registered Agent's Signature

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ARTICLE V - ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the majority consent of all the members.

ARTICLE VI - ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company except with the majority written consent of the members of the company and on such terms and conditions as shall be determined by majority consent of the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless a majority of the members of the company approve of the proposed transfer by written consent.

ARTICLE VII - TERMINATION OF EXISTENCE

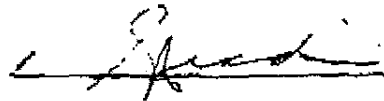
The company shall be dissolved on the death, bankruptcy, or dissolution of a manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by the consent of a majority of the remaining members, provided there are at least two remaining members.

ARTICLE VIII - MANAGEMENT

The company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law of these articles of organization. The name and address of the initial managers of the company are ELIZABETH T. ZIADIE, whose address is 14451 Pedigree Lane, Southwest Ranches, FL, 33330; and Denis McMILLAN, whose address is 4050 SW 109th Avenue, Davie, FL, 33328.

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Southwest Ranches, FL on this 25th day of January, 2005.

Organizing and Managing Members:



ELIZABETH T. ZIADIE



DENIS McMILLAN

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

VENUS PROPERTIES, LLC

(NAME OF COMPANY)

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED COMPANY AT THE PLACE DESIGNATED IN THE ARTICLES OF ORGANIZATION, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPANY 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.


REGISTERED AGENT

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