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To:

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Account Name : EMPIRE CORPORATE KIT COMPANY
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LIMITED LIABILITY COMPANY

the phoenix, llc

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J. BROWN FEB 17 2005

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**ARTICLES OF ORGANIZATION FOR
FLORIDA LIMITED LIABILITY COMPANY OF
THE PHOENIX, LLC**

ARTICLE I

The name of the Limited Liability Company shall: THE PHOENIX, LLC

ARTICLE II

The Company is organized for any legal and lawful purpose for which a limited liability company may be organized pursuant to the Act.

ARTICLE III

The mailing address and street address of the principal office of the Limited Liability Company is: 800 ½ NORTH CALHOUN STREET, TALLAHASSEE, FL 32303.

ARTICLE IV

The name and the Florida street address of the registered agent are:
LEVI WILLIAMS, 200 SE 13TH STREET, FT. LAUDERDALE, FL 33316.

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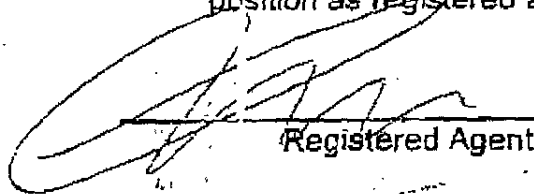
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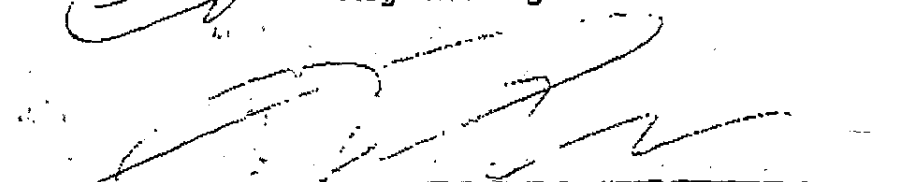
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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED
OFFICE/MEMBER/REPRESENTATIVE

The Phoenix, LLC
(Name of Company)

Having been named as registered agent and to accept service of process for the above stated Limited Liability 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 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.

 Levi Williams
Registered Agent


Signature of a member or an authorized representative of a member.

(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.)

Levi Williams
Typed or printed name of signee

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