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From:  
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DIVISION OF CORPORATIONS

**LIMITED LIABILITY COMPANY**

**Z E Properties, LLC**

Certificate of Status	0
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**Z E Properties, LLC,**  
a Florida Limited Liability Company

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**ARTICLE I - NAME**

The name of the limited liability company shall be **Z E Properties, LLC** (the "Company").

**ARTICLE II - ADDRESS**

The mailing address and street address of the Company is 140 NE 2nd Avenue, Miami, FL 33132.

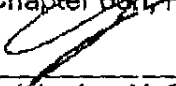
**ARTICLE III - DURATION**

The Company's existence shall be perpetual unless the Company is earlier dissolved as provided in these Articles of Organization or in the Operating Agreement.

**ARTICLE IV - REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent of the Company in the State of Florida is Christopher H. Saia, Esq., Jeck, Harris & Jones, LLP, 1061 E. Indiantown Road, Suite 400, Jupiter, FL 33477.

Having been named as registered agent and to accept service or process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and 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 601, F.S.

  
\_\_\_\_\_  
Christopher H. Saia, Registered Agent

**ARTICLE V - ADDITIONAL CAPITAL CONTRIBUTION**

Each member shall make additional capital contributions to the Company only on the written consent of the members owning a majority interest of the Company.

**ARTICLE VI - ADMISSION OF NEW MEMBERS**

**A. New Members.** As provided in the Operating Agreement, no additional members shall be admitted to the Company except with the written consent of the

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members owning a majority of their collective interests in the Company, which consent shall not be unreasonably withheld.

FEB 18 A 11: 52

B. Transfer of Membership. A member may transfer all or a portion of his or her interest in the Company only as provided in the Operating Agreement.

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ARTICLE VII - MEMBERS' RIGHT TO CONTINUE BUSINESS

As provided in the Operating Agreement, the Company shall not be dissolved on the death, bankruptcy or dissolution of a member or manager.

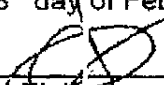
ARTICLE VIII - MANAGEMENT

The Company shall be managed by a manager in accordance with Operating Agreement adopted by the members for the management of the business and affairs of the Company. This Operating Agreement may contain any provisions for the operation and management of the affairs of the Company not inconsistent with law or these Articles of Organization.

The name of the initial manager of the Company is: Haim Einhorn. The address of the manager is: 140 NE 2nd Avenue, Miami, FL 33132.

The name of the initial members of the Company are Haim Einhorn and Shaul Silberstein.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Organization at Jupiter, Florida, on this 18<sup>th</sup> day of February, 2005.

  
\_\_\_\_\_  
Haim Einhorn  
Managing Member  
By Christopher H. Saia, as Attorney-in-Fact

STATE OF FLORIDA     )  
                                  ) ss.  
County of Palm Beach    )

The foregoing instrument was subscribed and sworn to before me this 18<sup>th</sup> day of February, 2005, by Christopher H. Saia, as Attorney-in-Fact for Haim Einhorn, who is personally known to me.

  
Notary Public  
MIGDALIA MARRERO  
MY COMMISSION # DD 312117  
EXPIRES: May 21, 2007  
Banded This Notary Public Underwriter

My Commission Expires \_\_\_\_\_

