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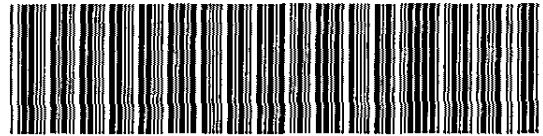
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February 16, 2005

Department of State
Divisions of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: Articles of Organization for RDF Ventures LLC

Dear Sir or Madam:

Please find enclosed the original Articles of Organization plus one copy for RDF Ventures, LLC, along with a check for \$125.00 for the filing fee. I filed the Articles of Organization on-line on February 15, 2005 and received tracking number #500046633115. Please find enclosed a copy of the receipt for the on-line filing.

Please do not hesitate contacting me if you have any questions.

Very truly yours,



LORA D. HOWE
For the firm.

LDH:ss
Enclosures

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

RDF VENTURES, LLC

ARTICLE I - Name: The name of the Limited Liability Company shall RDF VENTURES, LLC.

ARTICLE II - Address: The mailing address and street address of the company is 3333 NE 36th Street, Apt. 4, Ft. Lauderdale, FL 33308.

ARTICLE III - Registered Agent: The name and street address of the Limited Liability Company's initial Registered Agent for service of process in this State is as follows: Richard Feldmann,

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3333 NE 36th Street, Apt. 4, Ft.
Lauderdale, FL 33308.

ARTICLE IV - Management: The Limited
Liability Company will be a manager-
managed company and the name and address
of the initial manager is: R i c h a r d
Feldmann, 3333 NE 36th Street, Apt. 4,
Ft. Lauderdale, FL 33308.

The identity and number of managers
may be changed, as provided by any
applicable Operating Agreement.
parties may rely on the act of the
Manager to bind the Company.

ARTICLE V - Members: Initially, the sole
Members of the company is Richard

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Feldmann. The rights, obligations, and other matters regarding the members may be forth in an Operating Agreement for the Company.

ARTICLE VI - Transfer of Interests: A

Member may not assign or transfer his or her interest in the Company except as provided by the applicable Operating Agreement.

ARTICLE VII - Members Rights to Continue

Business: The remaining members of the limited liability company will have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of

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TALLAHASSEE FLORIDA

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a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company, subject to such provisions governing such event as may be set forth in any applicable Operating Agreement.

Richard Feldmann

Richard Feldmann

(In accordance with section 608.403, Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

**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

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TO DESIGNATE A REGISTERED OFFICE AND
REGISTERED AGENT IN THE STATE OF
FLORIDA.

1. The name of the limited liability
company is: RDF VENTURES, LLC
2. The name and the Florida street
address of the registered agent
are: Richard Feldmann, 3333 NE
36th Street, Apt. 4, Ft.
Lauderdale, FL 33308.

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 Chap.608, F. S.

Richard Feldmann

Richard Feldmann