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Account Name : SERBER & ASSOCIATES, P.A.
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Phone : (305) 932-6262
Fax Number : (305) 933-9393

LIMITED LIABILITY COMPANY
CITYCONCEPTS, L.L.C.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
FOR
CITYCONCEPTS, L.L.C.
(A Florida Limited Liability Company)**

ARTICLE I - Name:

The name of the limited liability company is "CITYCONCEPTS, L.L.C." (the "Limited Liability Company").

ARTICLE II - Duration:

The period of duration for the Limited Liability Company shall commence on the date on which these Articles of Organization are filed with the Department of State of the State of Florida, and shall be perpetual.

ARTICLE III - Purpose:

The Limited Liability Company is formed to engage in any lawful act or activity for which limited liability companies may be organized under the Florida Limited Liability Company Act (Section 608.401, et. seq., Florida Statutes).

ARTICLE IV - Address:

The mailing and street address of the principal office of the Limited Liability Company shall be 3930 N.E. 2nd Avenue, Suite 203, Miami, Florida 33137.

ARTICLE V - Management:

The management of the Limited Liability Company is reserved to the members.

ARTICLE VI - Registered Agent:

The registered agent for service of process on the Limited Liability Company shall be Alfredo Kiersz, 3930 N.E. 2nd Avenue, Suite 203, Miami, Florida 33137

ARTICLE VII - Debt and Contractual Liability

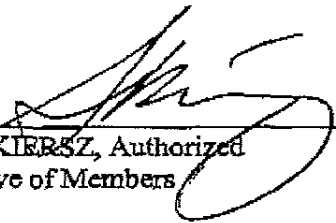
Any member may contract debt and/or incur contractual liability by or on behalf of the Limited Liability Company.

IN WITNESS WHEREOF, the undersigned hereby affirm under the penalties of perjury that the facts stated hereinabove are true and have executed this instrument as of this 3rd day of March, 2005.

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ALFREDO KIERSZ, Authorized
Representative of Members

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named to accept service of process for the above stated Limited Liability Company, DANIEL J. SERBER, states that he is familiar with and hereby agrees to act in this capacity, and agrees to comply with the obligations of said position.

Dated this 3rd day of ~~February~~ March, 2005.

By: 

ALFREDO KIERSZ, Registered Agent

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