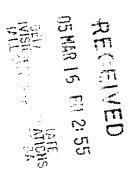
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AUTHORIZATION :

L. D.

COST LIMIT : \$ 155.00

ORDER DATE: March 16, 2005

ORDER TIME : 12:55 PM

ORDER NO. : 261057-005

CUSTOMER NO: 7350932

CUSTOMER: Ms. Judith Brun

Groupe Pacific

Suite 200

20803 Biscayne Boulevard

Aventura, FL 33180

DOMESTIC FILING

NAME:

R.D. ACQUISITIONS AND

HOLDINGS, L.L.C.

EFFECTIVE DATE:

<u>xx</u>	ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP ARTICLES OF ORGANIZATION
PLEASE	RETURN THE FOLLOWING AS PROOF OF FILING:
XX	CERTIFIED COPY PLAIN STAMPED COPY CERTIFICATE OF GOOD STANDING
CONTACT	PERSON: Amanda Haddan - EXT. 2955

n - EXT. 2955 EXAMINER'S INITIALS:

OSMAN OF ST. W. 33

ARTICLES OF ORGANIZATION OF

R.D. ACQUISITIONS AND HOLDINGS, L.L.C. A Florida Limited Liability Company

ARTICLE I NAME

The name of the limited liability company is R.D. ACQUISITIONS AND HOLDINGS, L.L.C.

ARTICLE II ADDRESS

The mailing address and street address of the principal office of the limited liability company is 11098 Biscayne Boulevard, Suite #208, Miami, Florida 33161.

ARTICLE III DURATION

The period of duration for the limited liability company shall begin on the date of filing these Articles of Organization with the Florida Secretary of State and shall have a perpetual existence and duration until terminated in accordance with applicable law.

ARTICLE IV MANAGEMENT

The management of the limited liability company is reserved to its managers and is, therefore, a manager-managed company.

ARTICLE V INITIAL REGISTERED OFFICE AND AGENT

The street address of the limited liability company's registered agent is 11098 Biscayne Blvd., Suite 208, Miami, Florida 33161. The name of the company's initial registered agent is ROMANE DURAND.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization on this 11 day of March 2005.

ROMANE DURAND, Authorized Representative and member.

CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT

Pursuant to the provisions of Sections 608.407 and 608.415, Florida Statutes of the Florida Limited Liability Company Act, the undersigned submits the following statement in accepting the designation as registered agent of R.D. ACQUISITIONS AND

HOLDINGS, L.L.C., a Florida Limited Liability Company (the "Company") in the company's Articles of Organization:

Having been named as the registered agent and to accept service of process for the company at the registered office designated in the Company's Articles of Organization, the undersigned accepts appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 11th day of March 2005.

ROMANE DURAND, Managing Member / Registered Agent