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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 269404 9643A

AUTHORIZATION :

Patricia Pajute

COST LIMIT : \$ 125.00

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ORDER DATE : March 21, 2005

ORDER TIME : 3:43 PM

ORDER NO. : 269404-005

CUSTOMER NO: 9643A

CUSTOMER: Ms. Brecken Johnson
Sachs, Sax & Klein, P.a.

Suite 4150
301 Yamato Road
Boca Raton, FL 33431

DOMESTIC FILING

NAME: ON THE BIT, LLC

XX ARTICLES OF ORGANIZATION

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CONTACT PERSON: Heather Chapman - EXT. 2908

EXAMINER'S INITIALS: _____

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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
ON THE BIT, LLC**

We, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Organization for the purpose of creating a limited liability company ("Limited Liability Company") under Chapter 608 of the Florida Statutes and the laws of the State of Florida.

ARTICLE I

The name of the Limited Liability Company is:

ON THE BIT, LLC

ARTICLE II

The mailing address and street address of the principal office of the Limited Liability Company shall be: 19723 Brickel Point Drive, Boca Raton, Florida 33498, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

ARTICLE III

This Limited Liability Company may engage in any activity or activities permitted under the laws of the State of Florida.

ARTICLE IV

This Limited Liability Company shall commence its existence immediately upon the filing of these Articles of Organization with the Secretary of State of Florida and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V

The name and mailing and street address of the initial registered agent of this Limited Liability Company shall be: Richard C. Bulman, Jr., Esq., c/o Sachs Sax Klein, 301 Yamato Road, Suite 4150, Boca Raton, Florida 33431.

ARTICLE VI

This Limited Liability Company shall be managed by its members.

ARTICLE VII

The name and mailing and street addresses of the initial members of the Limited Liability Company are David Elowitz, 19723 Brickel Point Drive, Boca Raton, Florida 33498, and Leslie Elowitz, 19723 Brickel Point Drive, Boca Raton, Florida 33498.

ARTICLE VIII

The members of the Limited Liability Company shall have the right to admit additional members upon terms and conditions as determined from time to time by the manager(s) and set forth in the operating agreement of the Limited Liability Company. Contributions required of new members shall be determined as of the time of admission to the Limited Liability Company.

ARTICLE IX

The members of the Limited Liability Company shall have the right to continue the business of the Limited Liability Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company.

ARTICLE X

No contract or other transaction between this Limited Liability Company and any other limited liability company or corporation, and no act of this Limited Liability Company, shall in any way be affected or invalidated by the fact that any of the managers of this Limited Liability Company are pecuniarily or otherwise interested in, or are directors or officers or managers of, such other limited liability company or corporation. Any manager individually, or any firm of which any manager may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Limited Liability Company, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the managers hereof, and any manager of this Limited Liability Company who is also a director or an officer or a manager of such other limited liability company or corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the managers of this Limited Liability Company which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer or manager of such other limited liability company or corporation, or not so interested.

ARTICLE XI

The private property of the members shall not be subject to payment of the debts of the Limited Liability Company to any extent.

ARTICLE XII

This Limited Liability Company may indemnify and insure its manager(s) to the fullest extent permitted by law.

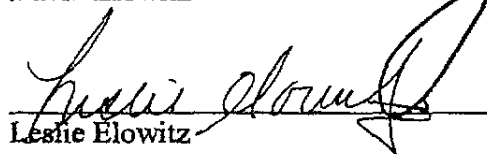
ARTICLE XIII

The power to adopt, alter, amend or repeal the operating agreement of this Limited Liability Company shall be vested in the members.

IN WITNESS WHEREOF, We, the undersigned, being the initial members hereinbefore named, for the purpose of forming a Limited Liability Company to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Organization hereby declaring and certifying that the facts herein stated are true, and hereunto set our hands and seal this 15th day of March, 2005.



David Elowitz



Leslie Elowitz

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


1. The name of the limited liability company is:

ON THE BIT, LLC

2. The name and the Florida Street address of the registered agent are:

Richard C. Bulman, Jr., Esq.
c/o Sachs Sax Klein
301 Yamato Road
Suite 4150
Boca Raton, Florida 33431

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.



Richard C. Bulman, Jr., Esq.
Authorized Representative

Date: March 21, 2005