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DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY

WALNUT CREEK INVESTMENTS LLC

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**ARTICLES OF ORGANIZATION
OF
WALNUT CREEK INVESTMENTS LLC**

ARTICLE I

Name

The name of this limited liability company is WALNUT CREEK INVESTMENTS LLC (hereinafter "the Company").

ARTICLE II

Address

The principal street is: 2665 S. Bayshore Drive, Suite 703
Miami, Florida 33133

The mailing address is: c/o Richards, P.A.
2665 S. Bayshore Drive, Suite 703
Miami, FL 33133.

ARTICLE III

Duration

The Company's existence shall commence upon the filing of these Articles of Organization with the Florida Department of State and said existence shall be perpetual.

ARTICLE IV

Initial Registered Office and Agent

The name and mailing address of the initial registered office and the initial registered agent of the Company is:

World Corporate Services, Inc.
2665 South Bayshore Drive
Suite 703
Miami, Florida 33133

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ARTICLE V

Purpose

The Company shall be authorized to engage in and transact any and all lawful business within and without the State of Florida or United States for which Limited Liability Companies may be created under § 608.404, Fla. Stat., as amended and supplemented.

ARTICLE VI

Organizer

The name and street and mailing address of the person signing these Articles as Organizer is:

Timothy D. Richards, Esq.
Richards, P.A.
2665 South Bayshore Drive
Suite 703
Miami, Florida 33133

ARTICLE VII

Management

The Company will be managed by at least one (1) manager and is, therefore, a manager-managed company. The initial managers shall be:

Moise Dwek
Robert Dwek

In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under penalties of perjury that the facts stated herein are true.

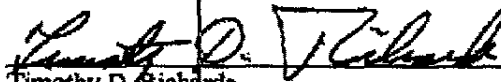


Timothy D. Richards, Authorized Representative

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ORGANIZER

IN WITNESS WHEREOF, I have made and subscribed these Articles of Organization
this 9th day of April 2005.


Timothy D. Richards

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that on this day, before me, personally appeared Andrea Darling de Cortés, who is well known to me to be the person described in and who executed these Articles of Organization as Organizer, and acknowledged before me that she executed the same freely and voluntarily for the purposes therein expressed.

 SWORN TO AND SUBSCRIBED before me at the County and State last aforesaid this
day of April 2005.


NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

My Commission Expires:



Michel S. Polinsky
My Commission DC394283
Expires April 02, 2006

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ACCEPTANCE OF REGISTERED AGENT

I HEREBY ACCEPT this appointment of, and designation as registered agent for service of process within the State of Florida of WALNUT CREEK INVESTMENTS LLC named in the Articles of Organization herein above set forth and I do hereby further state that I may be found as registered agent for service of process upon said proposed corporation at the address set forth in Article IV of such Articles.

IN WITNESS WHEREOF, as said registered agent, I have caused this statement to be signed on this 8 day of April 2005.


Timothy D. Richards, President
World Corporate Services, Inc.