

Division of Corporations

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Florida Department of State
Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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To:

Division of Corporations
Fax Number : (850)205-0383

From:

Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305)672-0686
Fax Number : (305)672-9110

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DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY

LP & Associates, LLC

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ARTICLES OF ORGANIZATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I. Name

The name of this Florida limited liability company is:
LP & Associates, LLC

Article II. Address

The Company's street and mailing address is:
LP & Associates, LLC
5651 SW 88th Avenue
Miami FL 33173

Article III. Registered Agent

The name and street address of the Company's registered agent is:
Michelle L. Palacio
5651 SW 88th Avenue
Miami FL 33173

Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Erik Muelle | FL Bar Member 0622311
Muelle & Associates, LLC
2100 Coral Way
Suite 502
Miami FL 33145
305-859-8366

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Article V. Distribution of Profits

Unless otherwise provided in the Company's Operating Agreement, there shall not be any distribution of profits unless each separate distribution is approved by the affirmative vote of members who own more than 50% of the voting interest in the Company. The voting members shall have complete discretion on when and if to approve any distribution of profits.

Article VI. Management

This will be a manager-managed company. The name and address of each manager is:

MICHELLE L. PALACIO
5651 SW 88th Avenue Miami FL 33173
DANIEL E. PALACIO
5651 SW 88th Avenue Miami FL 33173

Article VII. Company Existence

The Company's existence shall begin effective as of May 4, 2005.

The undersigned authorized representative of a member executed these Articles of Organization on 5/5/2005.


ERIK MUELLE
by T. Bacz as attorney-in-fact

Erik Muelle I FL Bar Member 0622311
Muelle & Associates, LLC
2100 Coral Way
Suite 502
Miami FL 33145
305-859-8366

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STATEMENT OF REGISTERED AGENT

2005 MAY -5 A 11:30

LIMITED LIABILITY COMPANY:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LP & Associates, LLC

REGISTERED AGENT/OFFICE:

Michelle L. Palacio
5651 SW 88th Avenue
Miami FL 33173

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



MICHELLE L. PALACIO
by T. Baez as attorney-in-fact

Date: 5/5/2005.

Erik Muelle | FL Bar Member 0622311
Muelle & Associates, LLC
2100 Coral Way
Suite 502
Miami FL 33145
305-859-8366

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