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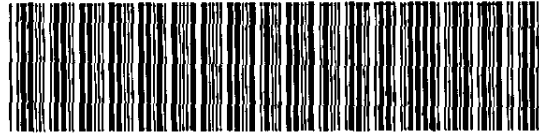
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June 16, 2005

CORPORATION NAME (S) AND DOCUMENT NUMBER (S)

Potential Development, L.L.C.

Filing Evidence

- ☐ Plain/Confirmation Copy
- ☒ Certified Copy

Retrieval Request

- ☐ Photocopy
- ☐ Certified Copy

Type of Document

- ☐ Certificate of Status
- ☒ Certificate of Good Standing
- ☐ Articles Only
- ☐ All Charter Documents to Include Articles & Amendments
- ☐ Fictitious Name Certificate
- ☐ Other

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input checked="" type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

**ARTICLES OF ORGANIZATION
FOR
POTENTIAL DEVELOPMENT L.L.C.**

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I.

NAME

The name of the limited liability company (the "Company") is

POTENTIAL DEVELOPMENT L.L.C.

II.

DURATION

The period of duration of the Company is perpetual unless terminated pursuant to its Operating Agreement.

III.

BUSINESS ADDRESS

The mailing address and principal place of business of the Company is 100 South Pointe Drive, #3604, Miami Beach, Florida 33139.

IV.

REGISTERED AGENT

The name and address of the initial registered agent of the Company in the State of Florida is Jeremy Koss, Esq., 4651 Sheridan Street, Suite 100, Hollywood, Florida 33021.

V.

ADDITIONAL MEMBERS

The Company shall initially have three (3) Members: Jarred Yaron, Harrise Yaron, (936 Moredon Road, Meadowbrook, PA 19046) and David Marvisi. No additional Members shall be added except by consent of the Managers of the Company.

VI.

CONTINUITY OF BUSINESS

The right, if given, of the remaining Members of the Company to continue the business on 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 Company shall be as set forth in the Operating Agreement of the Company.

VII.

MANAGEMENT

Subject to the right(s) of the Members to elect a Manager or Managers as set forth in the Operating Agreement of the Company, the day-to-day management of the Company is reserved to the Members whose names and addresses are:

David Marvisi, 100 South Pointe Drive, #405, Miami Beach, Florida 33139
Jarred Yaron, 979 Dale Road, Meadowbrook, PA 19046

VIII.

SUBSCRIBER

The name and address of the person executing these Articles of Organization is Jeremy Koss as the authorized representative of the Managing Member, 4651 Sheridan Street, Suite 100, Hollywood, Florida 33021.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 15 day of JUNE, 2005.

Jeremy Koss, as the authorized representative of Potential Development, LLC

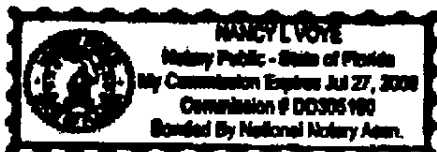
STATE OF Florida)

:ss

COUNTY OF Broward)

BEFORE ME, a Notary Public authorized in the County and State set forth above, personally appeared Jeremy Koss, personally known to me, or who has produced as identification, to be the person who, as the authorized representative of the Managing Member, executed the foregoing Articles of Organization of Potential Development, L.L.C., and he acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State last aforesaid, this 15 day of JUNE, 2005.



Nancy L. Vore
NOTARY PUBLIC - State of Florida

Name of Notary - Please Print

My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED COMPANY, AT THE PLACE DESIGNATED IN ARTICLE IV OF THESE ARTICLES OF ORGANIZATION, THE UNDERSIGNED HEREBY ACKNOWLEDGES THAT HE IS FAMILIAR WITH, AND ACCEPTS, THE OBLIGATIONS OF THAT POSITION, AND FURTHER AGREES TO ACT IN THIS CAPACITY, AND TO COMPLY WITH THE COMPLETE DISCHARGE OF HIS DUTIES.

DATED THIS 15 DAY OF JUNE 2005.



JEREMY A. KOSS, ESQ.