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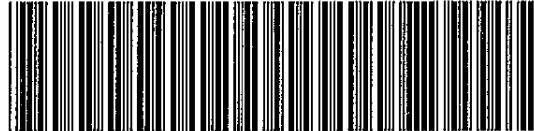
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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 442595 9643A

AUTHORIZATION :

*Patricia Pizeto*

COST LIMIT : \$ 155.00

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TALLAHASSEE, FLORIDA

ORDER DATE : June 22, 2005

ORDER TIME : 10:44 AM

ORDER NO. : 442595-005

CUSTOMER NO: 9643A

CUSTOMER: Lise L. Hudson  
Sachs, Sax & Klein, P.A.

Suite 4150  
301 Yamato Road  
Boca Raton, FL 33431

DOMESTIC FILING

NAME: THE LAZARUS GROUP PROJECT,  
LLC

EFFECTIVE DATE:

ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP  
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds - EXT. 2933

EXAMINER'S INITIALS: \_\_\_\_\_

**ARTICLES OF ORGANIZATION  
OF  
THE LAZARUS GROUP PROJECT, LLC**

**FILED**  
05 JUN 22 PM 2:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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:

THE LAZARUS GROUP PROJECT, LLC.

**ARTICLE II**

The mailing address and street address of the principal office of the Limited Liability Company shall be: 31 Maplewood Court, Boynton Beach, Florida 33426 but it shall have the power and authority to establish branch offices at such place or places as may be designated by the manager.

**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 Lise L. Hudson, Esq., 301 Yamato Road, Suite 4150, Boca Raton, FL 33431.

#### **ARTICLE VI**

This Limited Liability Company shall be managed by a manager or managers, with the exact number to be specified as set forth in the regulations of the Company, unless the regulations are hereafter amended to provide that the Company shall be managed otherwise.

#### **ARTICLE VII**

The name and mailing and street address of the managers of the Limited Liability Company, who shall hold office for the first year or until their successor(s) are duly elected and qualified, are Alec Lazo, 31 Maplewood Court, Boynton Beach, Florida 33426, and Lise L. Hudson, 174 Bent Tree Drive, Palm Beach Gardens, Florida 33418.

#### **ARTICLE VIII**

The name and mailing and street address of the initial members, who have an equal interest in the Limited Liability Company are Alec Lazo, 31 Maplewood Court, Boynton Beach, Florida 33426, and Lise L. Hudson, 174 Bent Tree Drive, Palm Beach Gardens, Florida 33418.

#### **ARTICLE IX**

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 regulations 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 X**

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 XI**

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 XII

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


#### ARTICLE XIII

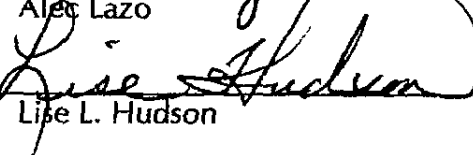
This Limited Liability Company may indemnify and insure its manager(s) to the fullest extent permitted by law.

#### ARTICLE XIV

The power to adopt, alter, amend or repeal the regulations of this Limited Liability Company shall be vested in the manager(s).

IN WITNESS WHEREOF, We, Alec Lazo, and Lise L. Hudson the undersigned, being the sole 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 my hand and seal this 21<sup>st</sup> day of June, 2005.

By:   
Alec Lazo

By:   
Lise L. Hudson

**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.

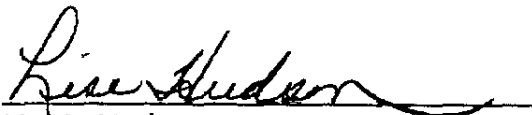
1. The name of the limited liability company is:

THE LAZARUS GROUP PROJECT, LLC

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

Lise L. Hudson, Esq.,  
**Sachs, Sax, Klein**  
301 Yamato Road, Suite 4150  
Boca Raton, FL 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.

  
Lise L. Hudson, Esq.

Date: June 21<sup>st</sup>, 2005