

FROM BERT R. OLIVER P.A.
Division of Corporations

(FRI) JUN 24 2005 6:05/ST. 6:05/No. 6835130909 P 1
Page 1 of 1

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DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY
PANOFF PROPERTIES INTERNATIONAL, LLC

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**ARTICLES OF ORGANIZATION
OF
PANOFF PROPERTIES INTERNATIONAL, LLC**

Under the Florida Limited Liability Company Act

ARTICLE I

NAME

The name of this limited liability company is PANOFF PROPERTIES INTERNATIONAL, LLC (the "Company").

ARTICLE II

MAILING AND STREET ADDRESS

The mailing and street address of the principal office of the Company is c/o Bert R. Oliver, P.A., 2060 N.W. Boca Raton Boulevard, Suite 6, Boca Raton, Florida 33431.

ARTICLE III

REGISTERED AGENT AND OFFICE

The name and street address of the Company's initial registered agent in Florida is Bert R. Oliver, 2060 N.W. Boca Raton Boulevard, Suite 6, Boca Raton, Florida 33431.

ARTICLE IV

MANAGEMENT

The Company is to be a Member-managed Company.

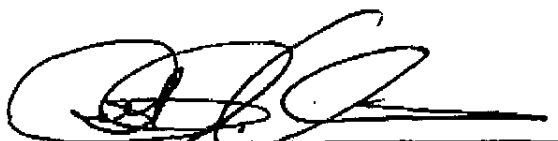
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FROM BERT R. OLIVER P.A.

(FRI) JUN 24 2005 6:06/ST. 6:05/No. 6835130909 P 3

FAX AUDIT NUMBER (((H05000155841 3)))

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization on June 24, 2005.



BERT R. OLIVER
Authorized Representative

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FROM BERT R. OLIVER P.A.


(FRI) JUN 24 2005 6:06/ST. 6:05/No. 6835130909 P 4

FAX AUDIT NUMBER (((H05000155841 3)))

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as Registered Agent to accept service of process for PANOFF PROPERTIES INTERNATIONAL, LLC, at the place designated in the foregoing Articles of Organization, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of the Florida Limited Liability Company Act relating to the proper and complete performance of our duties, and am familiar with and accept the obligations of my position as Registered Agent.

Dated: June 24, 2005


BERT R. OLIVER

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