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July 3, 2005

Via United States Priority Mail

Florida Secretary of State
Division of Corporations
Registration Section
409 East Gaines Street
Tallahassee, Florida 32399

Re: Articles of Organization of Rothschild Trust Holdings, L.L.C.

Dear Sir or Madam:

Enclosed for filing is an *original* and one *copy* of the properly executed Articles of Organization of Rothschild Trust Holdings, L.L.C. and Acceptance of Registered Agent. Also enclosed is our firm's Check Number 44915, dated July 1, 2005, in the amount of \$125.00, made payable to the Florida Department of State, for the filing fees. The effective date of Rothschild Trust Holdings, L.L.C. is July 1, 2004.

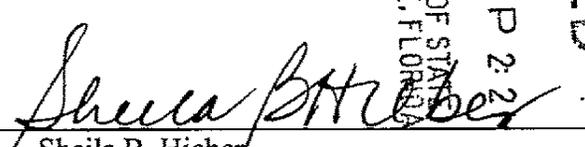
Please return the "Filed" copy of the Articles of Organization and Acceptance of Registered Agent to us in the enclosed envelope.

If you have any questions, please call.

Sincerely yours,

THE SOLOMON TROPP LAW GROUP, P.A.

By:


Sheila B. Hieber
Legal Assistant

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SBH/s
Enclosures

**ARTICLES OF ORGANIZATION
OF
ROTHSCHILD TRUST HOLDINGS, L.L.C.**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge and file the following Articles of Organization.

ARTICLE I – NAME

The name of the limited liability company shall be Rothschild Trust Holdings, L.L.C. (the "**Company**").

ARTICLE II – ADDRESS

The mailing address and street address of the initial principal office of the Company shall be 1108 Kane Concourse, Suite 310, Bal Harbour, Florida 33154.

ARTICLE III – REGISTERED AGENT AND REGISTERED OFFICE

The registered agent of the Company in the State of Florida is F. Lorraine Jahn. The registered office of the Company is 400 North Ashley Plaza • Suite 3000, Tampa, Florida 33602-4331.

ARTICLE IV – DURATION

The Company shall commence its existence on July 1, 2005. The Company's existence shall be perpetual, unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE V – TERMINATION OF EXISTENCE

The Company shall be dissolved on the death, bankruptcy or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there is at least one remaining member.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI – ADMISSION OF NEW MEMBERS

No member(s) shall or may be admitted to the Company except upon the unanimous written consent of all the members of the Company. Any newly admitted member of the Company shall be subject to such terms and conditions as may be determined by all the members. A member may transfer his or her interest in the Company in any manner authorized by the regulations of the Company; provided, however, that the transferee shall have no ability or entitlement to exercise any rights or privileges attendant to membership in the Company or to participate in the management of the business and/or affairs of the Company, unless all members of the Company approve of the proposed transfer by unanimous prior written consent.

ARTICLE VII – MANAGEMENT

The Company shall be managed by the member(s) in accordance with regulations adopted by the members for the management of the business and affairs of the Company. The regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The name and address of the member of the Company is:

<u>NAME</u>	<u>ADDRESS</u>
Jay Howard Linn as Trustee of Irrevocable Trust Agreement "Number III"	1108 Kane Concourse Suite 310 Bal Harbour, FL 33154

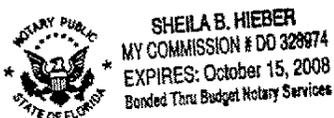
IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization at Tampa, Hillsborough County, Florida, on July 1, 2005.

F. Lorraine Jahn

 F. Lorraine Jahn

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me on ^{July 1} May 5, 2005, by ~~May 5~~ F. Lorraine Jahn, who is personally known to me.



Sheila B. Hieber

 Print Name: Sheila B. Hieber
 Notary Public - State of Florida at Large
 My commission expires:

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 2005 JUL -1 P 2: 28
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

EXHIBIT "A"

Member's Name and Address	Number of Units	Capital Contribution
Jay Howard Linn, as Trustee of Irrevocable Trust Agreement "Number III" 1108 Kane Concourse, Suite 310 Bay Harbour Island, Florida 33154	100 Units	\$100.00 cash

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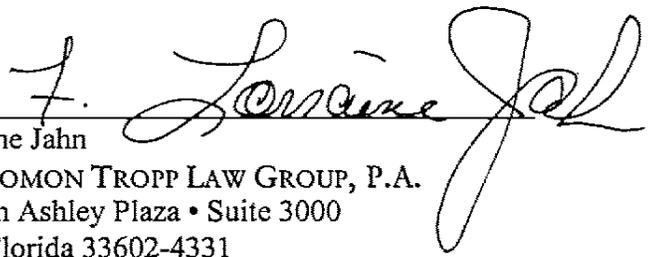
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ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of Rothschild Trust Holdings, L.L.C., as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the Articles of Organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of her duties and is familiar with and accepts the obligations of the position of registered agent.

Dated: July 7 , 2005.



F. Lorraine Jahn
THE SOLOMON TROPP LAW GROUP, P.A.
400 North Ashley Plaza • Suite 3000
Tampa, Florida 33602-4331

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