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LIMITED LIABILITY COMPANY

rogar management & consulting of florida, l.l.c.

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ARTICLES OF ORGANIZATION
OF
ROGAR MANAGEMENT & CONSULTING OF FLORIDA, 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 Rogar Management & Consulting of Florida L.L.C. (hereinafter referred to as the "Company").

ARTICLE II: ADDRESS

The mailing address and street address of the principal office of the Company shall be:

C/O Javier Rodriguez
8300 N.W. 53rd Street
Suite 300
Doral, Florida 33166

ARTICLE III: PERIOD OF DURATION

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. Unless earlier terminated under the Act or the Operating Agreement, the period of duration of the Company shall be perpetual.

ARTICLE IV: REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is:

Paul Haralson, Esquire
BERMUDEZ, HARALSON & TOME, LLP
8300 N.W. 33 Avenue
Suite 300
Miami, Florida 33166

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ARTICLE V: MANAGEMENT


The Company shall be managed by one or more managers appointed by the members in accordance with the terms of the Operating Agreement. As such, the Company will be manager-managed. The Operating Agreement may contain any provisions for the operation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The name and address of the initial manager of the Company is:

Javier Rodriguez
Manager
8300 N.W. 53rd Street
Suite 300
Doral, Florida 33166

ARTICLE VI: INDEMNIFICATION


Except as expressly provided in the Operating Agreement, the Company shall indemnify any member, manager, or former member or manager to the full extent permitted under the Act.

IN WITNESS WHEREOF, the undersigned organizer(s) have made and subscribed these Articles of Organization at Miami-Dade County, Florida, on this 7th day of July, 2005.

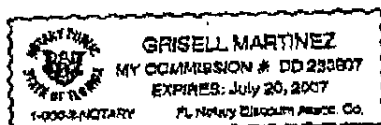

Name of Organizer: Paul Haralson, Esquire
Authorized Representative of Members and
Manager of Company

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me on July 6, 2005, by Paul Haralson, Esquire, as organizer and authorized representative of the initial manager of Rogar Management & Consulting of Florida, LLC, who (is) personally known to me or () produced _____ as identification.


Notary Public — State of Florida
(name, typed or printed)

(Seal)



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**CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE**

Under the provisions of F.S. 608.414 or 608.507, **ROGAR MANAGEMENT & CONSULTING OF FLORIDA, LLC**, submits the following statement to designate a registered office and registered agent in the State of Florida:

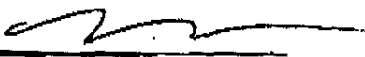
1. The name of the limited liability company is Rogar Management & Consulting of Florida, LLC.

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

Paul Haralson, Esquire
Bermudez, Haralson & Tome, LLP
8300 N.W. 53rd Street
Suite 300
Miami, Florida 33166

The undersigned, being the person named in the articles of organization of Rogar Management & Consulting of Florida, LLC, 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 his or her duties, and is familiar with and accepts the obligations of the position of registered agent.

Registered Agent


Paul Haralson, Esquire

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