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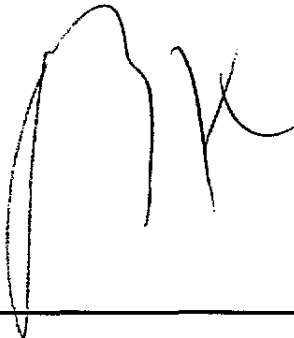
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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Cy-Fi City, LLC

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Signature

Requested by:

Name

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___ Art of Inc. File ___
___ LTD Partnership File ___
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___ RA Resignation ___
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___ Annual Report / Reinstatement ___
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___ Photo Copy ___
___ Certificate of Good Standing ___
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___ Certificate of Fictitious Name ___
___ Corp Record Search ___
___ Officer Search ___
___ Fictitious Search ___
___ Fictitious Owner Search ___
___ Vehicle Search ___
___ Driving Record ___
___ UCC 1 or 3 File ___
___ UCC 11 Search ___
___ UCC 11 Retrieval ___
___ Courier

**ARTICLES OF ORGANIZATION
OF
CY-FI CITY, LLC**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned does hereby subscribe to, acknowledge and file the following Articles of Organization for the purpose of creating a Limited Liability Company under the laws of the State of Florida.

ARTICLE I - NAME

The name of the Company is CY-FI CITY, LLC

ARTICLE II - ADDRESS

The mailing address and street address of the Company's principal office is:

**1040 Bayview Drive, #600
Ft. Lauderdale, FL 33304**

ARTICLE III - DURATION

The period of duration for the Company is ten (10) years.

ARTICLE IV - REGISTERED AGENT AND OFFICE

The name and address of the Company's initial registered agent in Florida is:

**S. M. CASORIA, III
1040 Bayview Drive, #600
Ft. Lauderdale, FL 33304**

ARTICLE V - MANAGEMENT

The Company is to be managed by the members. Each managing member is identified as follows:

**CITY COLLEGE, INC.
S. M. CASORIA, III
CORNELIUS M. FIKE, II**

ARTICLE VI - ADMISSION OF NEW MEMBERS

Members of the Company have the right to admit new members. Additional members may be admitted only on the unanimous written consent of the existing members, and the existing members shall determine the amount and nature of contributions by new members at the time the new members are admitted.

ARTICLE VII - CONTINUATION

The remaining members of the Company have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any event which terminates the continued membership of a member in the Company. The business may be continued only with the unanimous written consent of the remaining members.

ARTICLE VIII - INDEMNIFICATION

The Company shall indemnify any member or manager to the fullest extent permitted by law either now existing or hereafter enacted.

ARTICLE IX - REGULATIONS

The power to adapt, alter, amend or repeal Regulations shall be vested in the Members and the Manager, but the Manager may not alter, amend or repeal any Regulations adopted by the Members if the Members provide that such Regulation shall not be altered, amended or repealed by the Manager.

ARTICLE X - AMENDMENTS

This Company reserves the right to amend or repeal any provision contained in these Articles of Organization, or amendment thereto, and any right conferred upon the Members is subject to this reservation.

The Company shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

**ARTICLE XII - ACKNOWLEDGMENT AND CONSENT OF
REGISTERED AGENT**

Having been named to accept service of process for the above named Company at place designated in the Articles of Organization and hereby agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping open said office.


S. M. CASORIA, III
Registered Agent

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Organization on 7/15, 2005.

CITY COLLEGE, INC.

By: 


S. M. CASORIA, III


CORNELIUS M. FIKE, II

STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, the Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared CM Fike II, the CM Fike II of CITY COLLEGE, INC., a Florida corporation, known to me personally or have produced _____, as identification, to be the persons who executed the foregoing Articles of Organization.

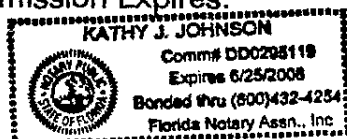
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 14 day of July, 2005


NOTARY PUBLIC

Print Name:

Kathy J Johnson

My Commission Expires:



STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, the Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared **S. M. CASORIA, III**, known to me personally or have produced _____, as identification, to be the persons who executed the foregoing Articles of Organization.

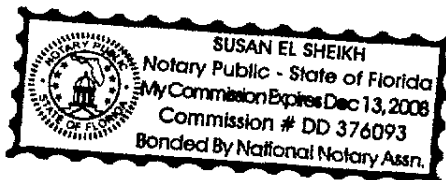
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 15 day of July, 2005


NOTARY PUBLIC

Print Name:

My Commission Expires:

SUSAN ELSHEIKH



STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, the Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared **CORNELIUS M. FIKE, II**, known to me personally or have produced _____, as identification, to be the persons who executed the foregoing Articles of Organization.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 14 day of July, 2005


NOTARY PUBLIC

Print Name:

My Commission Expires:

Kathy J Johnson

