

Division of Corporations

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From: Account Name : LILIAN SREDNI, P.A.
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LIMITED LIABILITY COMPANY

GOLD CITY ENTERPRISE, L.L.C.

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**ARTICLES OF ORGANIZATION OF
GOLD CITY ENTERPRISE, L.L.C.**

The undersigned Member to these Articles of Organization hereby forms a Limited Liability Company under the laws of the State of Florida in accordance with Florida Statutes Chapter 608.

ARTICLE I

Name

The name of the Limited Liability Company is:

GOLD CITY ENTERPRISE, L.L.C.

ARTICLE II

Terms of Existence

This Limited Liability Company shall have perpetual existence.

ARTICLE III

Nature of Business and Powers

The general nature of the business to be transacted by the Limited Liability Company is to engage in any and all business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

Address

The mailing address and street address of the principal office of the Limited Liability Company is:

C/O Lilian Sredni, PA
1380 NE Miami Gardens Drive
Suite #246
North Miami Beach, FL 33179

ARTICLE V

Registered Agent, Registered Office, & Registered Agent's Signature:

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

C/O Lilian Sredni, PA
1380 NE Miami Gardens Drive
Suite #246
North Miami Beach, FL 33179

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

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am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.


Registered Agent Signature

ARTICLE VI
Management

The Limited Liability Company shall have one (1) members initially. The number of Members may be increased from time to time pursuant to the Bylaws, but shall never be less than one (1). Management of the Limited Liability Company is to be vested in the Members of the Company.

In the event of the death, disability, resignation or any other event, which renders a Member unable to continue his/her membership in the Company, operation of the Company shall be vested in the remaining Members.

ARTICLE VII
Managing Member

The name of the Managing Member of the Limited Liability Company and their street address are:

David Heinrich
C/O Lillian Sredni, PA
1380 NE Miami Gardens Drive
Suite #246
North Miami Beach, FL 33179

The managing members shall hold office for the first year of existence of this Limited Liability Company or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE VIII
Amendment

This Limited Liability Company reserves the right, to amend or repeal any provisions contained in these Article of Organization or any Amendment to them, and any right conferred upon the Members is subject to reservation.

IN WITNESS WHEREOF, the undersigned, as Members, have executed the foregoing Article of Organization this 25 day of July 2005.


David Heinrich

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**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE OF
GOLD CITY ENTERPRISE, L.L.C.**

Pursuant to Sections 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:

The name of the Limited Liability Company is:

GOLD CITY ENTERPRISE, L.L.C.

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

Lilian Sredni, PA
1380 NE Miami Gardens Drive
Suite #246
North Miami Beach, FL 33179

Having been named as registered agent to accept service of process for the above sated 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 the obligations of my position as registered agent.

Lilian Sredni
Lilian Sredni, Esq.
Date: *7/28/05*

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