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SECRETARY OF STATE
WASHINGTON, D.C. 20520

THE LAW OFFICE OF
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JAMES B. LYON
ALSO ADMITTED TO OHIO BAR

TELEPHONE (954) 752-3400
TELEFAX (954) 752-3411

August 5, 2005

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Articles of Organization for Three Cities, LLC

Dear Sir or Madam:

Enclosed please find Articles of Organization and a Statement of Designated Registered Agent for the above referenced limited liability company along with my check in the amount of one hundred fifty five dollars (\$155.00) for filing fees. Please return a certified copy of the filed Articles to the undersigned at the above address. Enclosed is a self addressed stamped envelope for your convenience.

Thank you.

Very truly yours,


James B. Lyon

JBL/gc
Enclosure

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION
OF
THREE CITIES, LLC

The undersigned under the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a limited liability company under the laws of the State of Florida, does set forth the following:

ARTICLE I - NAME

The name of the limited liability company is:

THREE CITIES, LLC

ARTICLE II-ADDRESS OF PLACE OF BUSINESS

The mailing address for the limited liability company is 2087 N. Powerline Road, Pompano Beach, Florida 33069. The street address of the place of business for the limited liability company is 2087 N. Powerline Road, Pompano Beach, Florida 33069.

ARTICLE III-PERIOD OF DURATION

The duration of the limited liability company shall be perpetual.

ARTICLE IV-PURPOSE

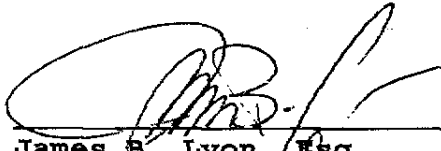
The purpose for which the limited liability company is organized is to engage in any and all businesses and activities permitted by the laws of the State of Florida. The limited liability company shall have all of the powers vested in a limited liability company organized and existing by virtue of such laws.

ARTICLE V-REGISTERED AGENT AND REGISTERED OFFICE

The initial Registered Agent in Florida for the company is James B. Lyon, Esq. The initial registered office is located at 3300 University Drive, Suite 802, Coral Springs, Florida 33065.

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


James B. Lyon, Esq.

Date: AUGUST 5, 2005

ARTICLE VI-MANAGEMENT

The overall management and control of the business and affairs of the limited liability company shall be vested in its members as provided in these Articles of Organization. The name and address of the Managing Member is as follows: Gary L. Grossman, 2087 N. Powerline Road, Pompano Beach, Florida 33069.

ARTICLE VII-INDEMNIFICATION


The limited liability company shall indemnify any member, manager or former member or manager to the full extent permitted under Chapter 608 of the Florida Statutes.

In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

Executed at Coral Springs, Florida on this 2 day of AUGUST, 2005.

THREE CITIES, LLC

A limited liability company

BY: 
Gary L. Grossman, Managing Member

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TALLAHASSEE, FLORIDA

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