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Account Name : KRAMER, GREEN, ZUCKERMAN & KAHN, P.A.
Account Number : 073707002173
Phone : (954) 966-2112
Fax Number : (954) 981-1605

Thomas SEP 28 2005

LIMITED LIABILITY COMPANY

MODENA HOLDINGS, L.L.C.

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**ARTICLES OF ORGANIZATION
FOR
MODENA HOLDINGS, L.L.C.**

ARTICLE I - NAME

The name of the Limited Liability Company is MODENA HOLDINGS, L.L.C.

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is: c/o Edward S. Wagner, 3312 Water Oak Street, Ft. Lauderdale, Florida 33312.

ARTICLE III - DURATION

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV - MEMBER UNITS

The Limited Liability Company is authorized to issue 1,000 Units of membership interest, which Units shall evidence the interest of the members of the Limited Liability Company, which Units shall be designated "Member Units." The interest of the members of the Limited Liability Company shall be evidenced by the Certificate of Limited Liability Company Units issued by the Limited Liability Company and setting forth the number of Member Units issued and outstanding in the name of such member.

ARTICLE V - MANAGEMENT

5.1 The Limited Liability Company has a board of managers and the business and affairs of the Limited Liability Company shall be managed by or under the direction of its board of managers. No member of the Limited Liability Company, in such capacity as a member, shall have any right or authority to act for or to bind the Limited Liability Company.

5.2 The board of managers of the Limited Liability Company shall consist of one (1) manager initially. The number of members of the board of managers may be either increased or diminished from time to time as provided in the Regulations of the Limited Liability Company but shall never be less than one (1). Each manager shall serve until the first annual meeting of the members of the Limited Liability Company or until their successors are elected and qualify. The name and address of the initial manager of the Limited Liability Company is:

Prepared by Robert M. Kramer, Bar No. 181940, 4000 Hollywood Boulevard, Suite 485 South, Hollywood, FL 33021, phone: (954)966-2112

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Edward S. Wagner
3312 Water Oak Street
Ft. Lauderdale, Florida 33312

ARTICLE VI - ADMISSION OF ADDITIONAL MEMBERS

The members of the Limited Liability Company shall be permitted to admit additional members upon approval of members owning ninety percent (90%) of the outstanding Member Units of the Limited Liability Company. In such event, the terms and conditions for the admission of additional members, together with the capital contributions required of new members, shall be determined at that time by a vote of the members owning ninety percent (90%) of the outstanding Member Units of the Limited Liability Company. A member's interest in the Limited Liability Company may not be sold or otherwise transferred except upon the approval of members owning ninety percent (90%) of the issued and outstanding Member Units of the Limited Liability Company.

ARTICLE VII - MEMBERS RIGHT TO CONTINUE BUSINESS

The remaining members of the Limited Liability Company shall have the right to continue the business of the Limited Liability Company, upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member of the Limited Liability Company, upon the approval of members owning a majority of the issued and outstanding Member Units of the Limited Liability Company.

ARTICLE VIII - WITHDRAWAL; RETURN OF CAPITAL

The Members of the Limited Liability Company shall have the right to withdraw as a member with (i) six (6) months prior notice, and (ii) with the consent of ninety percent (90%) of the members in interest. Likewise, there shall be no return of all or a portion of the contributed capital without the consent of Ninety Percent (90%) of the Members in interest.

ARTICLE IX - DISTRIBUTION

The purpose of the Limited Liability Company is to engage in one or more businesses and/or to invest and reinvest its assets. Accordingly, no distribution is contemplated. Notwithstanding the foregoing, the Board of Managers and ninety percent (90%) of the members in interest may consent to a distribution. All distributions shall be in the form of insurance company annuity contracts with the respective member as the annuitant, unless the Board of Managers and ninety percent (90%) of the members in interest consent otherwise.

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ARTICLE X - OFFICERS

The managers shall hold those offices and have those responsibilities accorded to them by the members of the Limited Liability Company, as set forth in the Regulations of the Limited Liability Company.

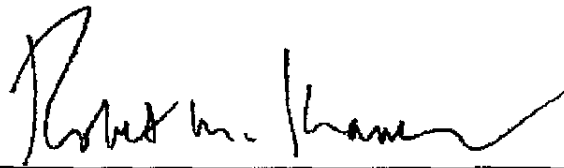
ARTICLE XI - AMENDMENT OF ARTICLES OF ORGANIZATION

Ninety percent (90%) of the members in interest may consent to an amendment to the Articles of Organization.

ARTICLE XII - INDEMNIFICATION

The Limited Liability Company shall indemnify any member, manager or officer of the Limited Liability Company, or any former member, manager or officer of the Limited Liability Company, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned, being a member of the Limited Liability Company, has executed these Articles of Organization this 26th day of September, 2005.



ROBERT M. KRAMER, Authorized representative
of the members of the Limited Liability Company

(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.)

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

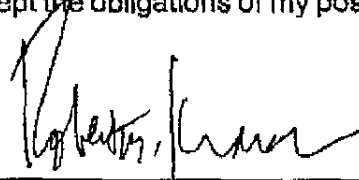
PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is MODENA HOLDINGS, L.L.C.
2. The name and the Florida street address of the registered agent are:

Robert M. Kramer
4000 Hollywood Boulevard
Suite 485-South
Hollywood, FL 33021

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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.



ROBERT M. KRAMER, Registered Agent

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