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**Florida Department of State
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From:

Account Name : EXPRESS CORPORATE FILING SERVICE INC.
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Thomas OCT - 4 2005

LIMITED LIABILITY COMPANY

PRIME HOLDING LLC

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$155.00

RECEIVED
 05 OCT -3 AM 7:46
 DIVISION OF CORPORATION

FILED
 05 OCT -3 AM 8:47
 DEPARTMENT OF STATE
 HENRY B. WALKER
 FLORIDA

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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

PRIME HOLDING LLC

(Must end with the words "Limited Liability Company," "Limited Company" or their abbreviation "LLC," or "L.C.,")

ARTICLE II - Address:

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

Principal Office Address:

C/O MICHAEL GLINSKY & CO
169 E FLAGLER STREET - SUITE 1118
MIAMI, FL 33131

Mailing Address:

same

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

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

MICHAEL GLINSKY

Name

169 E FLAGLER STREET - SUITE 1118

Florida street address (P.O. Box NOT acceptable)

MIAMI FL 33131

City, State, and Zip

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.


Registered Agent's Signature (REQUIRED)

(CONTINUED)

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ARTICLE IV- Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

Title:

"MGR" = Manager

"MGRM" = Managing Member

Name and Address:

MGRM

RICARDO ROIZENTAL

C/O MICHAEL GLINSKY 169 E FLAGLER ST - STE 1118
MIAMI, FL 33131

MGRM

GUILLERMO ROIZENTAL

C/O MICHAEL GLINSKY 169 E FLAGLER ST - STE 1118
MIAMI, FL 33131

(Use attachment if necessary)

ARTICLE V: Effective date, if other than the date of filing: _____ (OPTIONAL)
(If an effective date is listed, the date must be specific and cannot be more than five business days prior to or 90 days after the date of filing.)

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REQUIRED SIGNATURE:



Signature of a member or an authorized representative of a member.

(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.)

RICARDO ROIZENTAL

Typed or printed name of signee

Filing Fees:

- \$125.00 Filing Fee for Articles of Organization and Designation of Registered Agent
- \$ 30.00 Certified Copy (Optional)
- \$ 5.00 Certificate of Status (Optional)