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(Requestor's Name)

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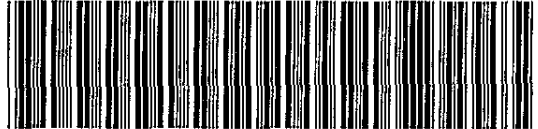
(Business Entity Name)

(Document Number)

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**HARVEY D. ROGERS, P.A.**  
*Attorney At Law*  
*Courthouse Plaza, Suite 500*  
*28 West Flagler Street*  
*Miami, Florida 33130-1891*

*Harvey D. Rogers, Esq.*  
*Nory Diaz, Esq.*

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October 7, 2005

Secretary of State  
Division of Corporation  
P. O. Box 6327  
Tallahassee, Florida 32314

Re: 2937 Ferrari LLC

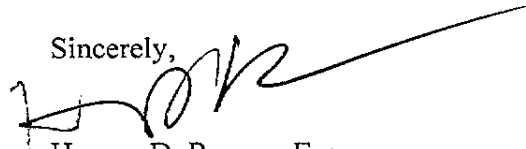
Dear Sir/Madam:

Enclosed you will find an original and a copy of the Articles of Incorporation of the above corporation, our check in enclosed along with a self-addressed stamped envelope.

Please have the Articles of Incorporation filed and remit a copy to our office in the envelope provided.

Thanking you in advance for your prompt attention to this matter.

Sincerely,



Harvey D. Rogers, Esq.

HDR/mcr

encl.

Signed in absence of  
Harvey D. Rogers, Esq.  
to expedite delivery

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**ARTICLES OF ORGANIZATION  
OF  
2937 FERRARI, LLC**

**ARTICLE I**

(Name of Company)

The name of the Limited Liability Company is: *2937 Ferrari, LLC*, hereinafter referred to as the "Company".

**ARTICLE II**

(Address of Company)

The principal office address, mailing address and registered office of this Company, until such time the same is amended is: Courthouse Plaza, Suite 500, 28 West Flagler Street Miami, Florida 33130-1891.

**ARTICLE III**

(Address of Company)

The initial name of the Registered Agent of this Company, and the Florida Street Address of the Registered Agent are:

Name: *Harvey D. Rogers*  
Address: Courthouse Plaza, Suite 500  
28 West Flagler Street  
Miami, Florida 33130-1891.

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, Florida Statutes.

  
*Harvey D. Rogers*

**ARTICLE IV**

(Management of Company Business)

All Company business affairs shall be managed under the direction of, and by a majority vote of the percentage vote of the Members/Manager(s) based upon their respective ownership interest in the Company. The names and address(s) of the Manager(s)/managing Members are:

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- |                                    |   |
|------------------------------------|---|
| 1. <i>Yves R. Barroukh: (MGRM)</i> | Courthouse Plaza, Suite 500<br>28 West Flagler Street<br>Miami, Florida 33130-1891. |
| 2. <i>Kobi Karp: (MGR)</i>         | Courthouse Plaza, Suite 500<br>28 West Flagler Street<br>Miami, Florida 33130-1891. |

**ARTICLE V**  
(Contribution of Capital)

The initial capital cash contribution or other identified contributions in kind, with the agreed upon cash valuation of the non-cash items to this Limited Liability Company, shall consist of the following Capital contributions by the following Members:

<u>Name of Member:</u>	<u>Contribution:</u>	<u>Percentage:</u>
1. <i>Yves R. Barroukh</i>	\$ 500.00	50%
2. <i>Kobi Karp</i>	\$ 500.00	50%

All of the contributions of the Members to capital in this Limited Liability Company may be in the form of cash or in property, tangible or intangible, personal, real or mixed. Contributions of capital shall be paid within 15 days after the filing of these Articles of Organization with the Department of State of Florida.

Additional capital contributions to equity in the Company, or loans made to the Company, shall be made or determined required, from time to time, based upon the needs of the Company as determined by its Members in conformity with the Company's Rules and Regulations. Failure to contribute capital as agreed, shall result in the individual or entity in default being removed as Member and the prorata share distributed to the remaining Members.

**ARTICLE VI**  
(Division of Profits and Losses)

Members shall be entitled to the net profits arising from the operation of the Company's business according to the Member's prorata interest share in the Company. Similarly, losses shall be passed through to each Member according to the Member's prorata interest share in the Company.

**ARTICLE VII**  
(Duration of Company)

The period of duration for this Company shall be perpetual.

**ARTICLE VIII**

(Amendment to Articles and Regulations)

This Company shall have all the powers enumerated in the Florida Limited Liability Company Act as provided in Chapter 608, Florida Statutes, and its amendments and modifications. The Members by a majority vote of the percentage of ownership, shall have the power to adopt, alter, amend or repeal the Articles of Organization and the Company's Rules and Regulations of this Company in compliance with the Florida Limited Liability Company Act.

**ARTICLE IX**

(Rules and Regulations Established)

The Members of the Company have adopted Rules and Regulations for the management and business affairs of this Company which are consistent with the Articles of Organization of the Limited Liability Company or applicable provisions of Federal or State laws.

**ARTICLE X**

(Transfer and Admission of Additional Members)

This Company shall have two (2) initial Members, the number of which may be increased or decreased, from time to time but shall never be less than two (2) Members. Members have the right to admit other members in compliance with the Rules and Regulations adopted and the terms and conditions therein set forth by a majority vote of the percentage of ownership interest.

A Member's interest in this Company may be transferred with the written consent of majority vote of the percentage of ownership of the Members if the transferee intends to become a Member. Without written consent, the transferee shall not be entitled to become a Member or participate in the management of the Company, but shall be entitled to a share of the profits or other compensation or return of contributions to which the transferor may otherwise be entitled.

**ARTICLE XI**

(Member's Meetings)

Meetings of the Members shall be held on the first Tuesday of February of each year without call or notice at the Company's Registered Office at 2:00 P.M., or if otherwise noticed, at such times and places selected by the majority vote of ownership. Special meetings may be called by a Member in accordance with the Rules and Regulations at any time after giving 5 days notice to the other Members. Minutes shall be kept of all regular and special meetings.

**ARTICLE XII**

(Continuation of Business)

The remaining Members of this Company shall have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member of this Company

