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**To:**

**Division of Corporations**  
**Fax Number : (850)205-0383**

**From:**

**Account Name : CORPORATE CREATIONS INTERNATIONAL INC.**  
**Account Number : 110432003033**  
**Phone : (305)672-0686**  
**Fax Number : (305)672-9110**

**LIMITED LIABILITY COMPANY**

**Riverport Partners LLC**

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 DIVISION OF CORPORATIONS

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## ARTICLES OF ORGANIZATION

### Article I. Name

The name of this Florida limited liability company is:  
River Partners LLC

### Article II. Address

The Company's street and mailing address is:  
River Partners LLC  
c/o David F. Filler  
1320 S. Dixie Highway, Penthouse 1275  
Miami FL 33146

### Article III. Registered Agent

The name and street address of the Company's registered agent is:  
David F. Filler, Esq.  
1320 S. Dixie Highway, Penthouse 1275  
Miami FL 33146

### Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

David F. Filler | FL Bar Member 625221  
Levey, Airan, Shevin, Roen, Kelso, Corona & Herrera, LLP  
1320 S. Dixie Highway, Penthouse 1275  
Miami FL 33146  
305-661-6664

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Article V. Distribution of Profits

Unless otherwise provided in the Company's Operating Agreement, there shall not be any distribution of profits unless each separate distribution is approved by the affirmative vote of members who own more than 50% of the voting interest in the Company. The voting members shall have complete discretion on when and if to approve any distribution of profits.

Article VI. Management

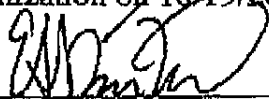
This will be a manager-managed company. The name and address of each manager is:

PETER SWARTZ  
c/o David F. Filler 1320 S. Dixie Highway, Penthouse 1275 Miami FL 33146  
TOM FAWELL  
c/o David F. Filler 1320 S. Dixie Highway, Penthouse 1275 Miami FL 33146

Article VII. Company Existence

The Company's existence shall begin effective as of 10/19/2005.

The undersigned authorized representative of a member executed these Articles of Organization on 10/19/2005.



DAVID F. FILLER

by E.S. Davila as attorney-in-fact

David F. Filler | FL Bar Member 625221  
Levey, Airan, Shevin, Roen, Kelso, Corona & Herrera, LLP  
1320 S. Dixie Highway, Penthouse 1275  
Miami FL 33146  
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STATEMENT OF REGISTERED AGENT

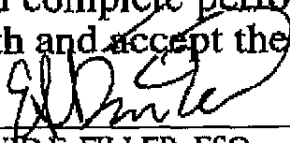
LIMITED LIABILITY COMPANY:

River Partners LLC

REGISTERED AGENT/OFFICE:

David F. Filler, Esq.  
1320 S. Dixie Highway, Penthouse 1275  
Miami FL 33146

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



DAVID F. FILLER, ESQ.  
by E.S. Davila as attorney-in-fact

Date: 10/19/2005.

David F. Filler | FL Bar Member 625221  
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