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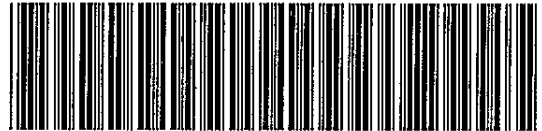
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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DIVISION OF CORPORATIONS
05 NOV 22 PM 4:17

NOV 29 2005

ARTICLES OF ORGANIZATION OF Marcellus And Associates, LLC,

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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Marcellus And Associates, LLC,

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Jean Rodrigue Marcellus
6100 SW 34th St
Miramar, FL 33023

For further information concerning this matter, please call:
Jean Rodrigue Marcellus at 305-300-6610

Enclosed is a check for the following amount:
\$130.00 Filing Fee & Certificate of Status

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

ARTICLES OF ORGANIZATION OF Marcellus And Associates, LLC,

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**ARTICLES OF ORGANIZATION
OF
Marcellus And Associates, LLC,**

The undersigned, for the purpose of forming a limited liability Company under the Florida Liability Company Act, Florida Statutes Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE I

NAME

The name of the Limited Liability Company is:
Marcellus And Associates, LLC,

ARTICLE II

ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is: 6100 SW 34th Street – Miramar, FL 33023

The Principal Office Address will be: 6100 SW 34th Street – Miramar, FL 33023

ARTICLE III

EFFECTIVE DATE

These Articles of Organization shall be immediately upon approval of the Secretary of State, State of Florida.

ARTICLE IV

DURATION

The Company's existence shall continue into perpetuity, or until dissolved in a manner provided by law or by the Operating Agreement adopted by the members of the limited Liability Company.

ARTICLE V

PURPOSE AND POWERS

The purpose for which this Limited Liability Company is organized is: Any and all lawful business.

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ARTICLES OF ORGANIZATION OF Marcellus And Associates, LLC,

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ARTICLE VI

REGISTERED AGENT, & REGISTERED OFFICE

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

Jean Rodrigue Marcellus
6100 SW 34th St
Miramar, Fl 33023

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

**ARTICLE VII
MANAGEMENT**

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

Operating Manager	Jean Rodrigue Marcellus 6100 SW 34th St Miramar, Fl 33023
Secretary	Anne M. Todmann 3031 Crystal Way Miramar, Fl 33025
Treasurer	Duvarde François 7817 Shalimar Street Miramar, Fl 33023
Manager	Jean K. St. Lot 797 NE 85th St Miami, Fl 33138

ARTICLES OF ORGANIZATION OF Marcellus And Associates, LLC.

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ARTICLE VIII

ADMISSION OF NEW MEMBERS

No additional member shall be admitted to the Company except with the unanimous written consent of all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

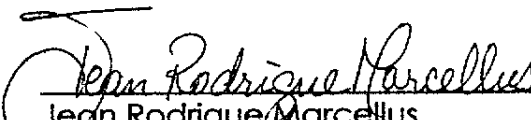
ARTICLE IX INDEMNIFICATION

The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee or agent of the Corporation, as the case may be, as a director, officer, officer, partner, trustee, employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Organization are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Organization shall limit or preclude the exercise of any right relating to

ARTICLES OF ORGANIZATION of Marcellus And Associates, LLC,

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indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by the contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid shall not be otherwise affected. All references in these Articles of Organization to "director", "officer", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.


Jean Rodrigue Marcellus
Authorized Representative of Member
Marcellus And Associates, LLC,

(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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STATE OF FLORIDA)
COUNTY OF BROWARD)

BEFORE ME, personally appeared Jean Rodrigue Marcellus know to me to be the person described as "Subscriber" in, and who executed the foregoing Articles of Organization, and he acknowledged before me that he subscribed to same.

WITNESS my hand and official seal this 14th day of November 2005.



ANNE MONSEGUE TODMANN
MY COMMISSION # DD 101168
EXPIRES: April 22, 2006
Bonded Thru Budget Notary Services


NOTARY PUBLIC, State of Florida at Large

Type of Identification Produced PERSONALLY KNOWN

My Commission Expires:



ANNE MONSEGUE TODMANN
MY COMMISSION # DD 101168
EXPIRES: April 22, 2006
Bonded Thru Budget Notary Services