

11/29/2005

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ROTHSTEIN, ROSENFELDT, ET AL - 1850-0383

Division of Corporations

Page NO. 642

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LIMITED LIABILITY COMPANY

Marlon Holdings, L.L.C..

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November 29, 2005

FLORIDA DEPARTMENT OF STATE
Division of Corporations

MARION HOLDINGS, L.L.C.
300 SE 2ND STREET, SUITE 860
FORT LAUDERDALE, FL 33301

SUBJECT: MARION HOLDINGS, L.L.C.
REF: W05000052723

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**ARTICLES OF ORGANIZATION
FOR FLORIDA LIMITED LIABILITY COMPANY
MARION HOLDINGS, L.L.C.**

THE UNDERSIGNED, for the purpose of forming a limited liability company for profit pursuant to Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

WITNESSETH:

**ARTICLE I
NAME**

The name of the Limited Liability Company is as follows:

MARION HOLDINGS, L.L.C..

**ARTICLE II
ADDRESS**

The address of the principal office and/or mailing address of the Limited Liability Company is as follows:

c/o HAROLD S. BOFSHEVER, ESQ
Rothstein Rosenfeldt Adler
300 SE 2nd Street
Suite 860
FORT LAUDERDALE, FLORIDA 33301

**ARTICLE III
DURATION**

This Limited Liability Company shall have an existence of forty (40) years commencing on the date of the filing of these Articles of Organization with the Department of State of Florida.

**ARTICLE IV
INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of this L.L.C. is 300 SE 2nd Street Suite 860, Fort Lauderdale, Florida 33301 and the name of the initial registered agent of

Prepared By:
Harold S. Bofshever Esq.
300 SE 2nd Street Suite 860
Fort Lauderdale, FL 33301
Telephone: (954) 341-7227
Florida Bar No.: 210064

Page 1 of 3

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this L.L.C. at such address is Harold S. Bofshever

ARTICLE V
ADMISSION OF ADDITIONAL MEMBERS

The right, if given, of the members of this Limited Liability Company to admit additional members and the terms and conditions of the admissions shall be only by the unanimous written consent of all members.

ARTICLE VI
MEMBERS RIGHTS TO CONTINUE BUSINESS

The right, if given, of the remaining members of this Limited Liability Company to continue the business on 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 in the Limited Liability Company shall be that the remaining members shall have a right to continue business and shall further have the right, in the case of the death, retirement or resignation of a member, to admit an additional member upon the unanimous written consent of the remaining members.

ARTICLE VII
MANAGEMENT

The Limited Liability Company is to be managed by no less than one (1) and no more than three (3) managing members. The names and addresses of the initial managing member is as follows:

HAROLD S OFSHEVER
300 SE 2ND Street Suite 860
FORT LAUDERDALE, FLORIDA 33301


HAROLD S. BOFSHEVER
Managing Member

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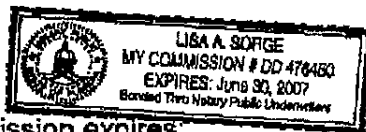
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NO.642

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**STATE OF FLORIDA:
COUNTY OF BROWARD :**

Sworn to and subscribed before me this 28th day of November, 2005 by
HAROLD S. BOFSHEVER who did not take an oath is personally known to me or
produced
the following identification _____



Lisa A. Sorge
NOTARY PUBLIC - State of Florida

My Commission expires:

6-30-07

**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 IN DESIGNATING THE REGISTERED AGENT/REGISTERED
OFFICE, IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

MARION HOLDINGS, L.L.C.

2. The name and address of the Registered agent and office is:

Harold S. Bofshever, Esq.
300 SE 2ND Street
Suite 860
Fort Lauderdale, FL 33308

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.

Harold S. Bofshever
Harold S. Bofshever

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