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SECRETARY OF STATE DIVISION OF CORFORATION

DIDI-OP

#### Brian J. Giller

## GILLER BUILDING - PENTHOUSE 3 975 ARTHUR GODFREY ROAD MIAMI BEACH, FLORIDA 33140-3342 TELEPHONE (305) 673-9299 FAX (305) 673-9499 EMAIL re@giller.net

29 December, 2005

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

RE: Aaaaahhh Realty Advisors LLC

Dear Sir/Madam:

Enclosed herewith is check no. 5376 (GM RE) payable to the Secretary of State in the amount of \$125.00 on behalf of Aaaaahhh Realty Advisors LLC.

In addition, we have enclosed the original and one copy of the Articles of Organization for said LLC. Please file the original Articles and return the copy, conformed or stamped "Filed", to this office. We are not requesting a certified copy.

Please note that the commencement of Company existence is set forth to begin as of the 1<sup>st</sup> day of January, 2006.

We have enclosed a stamped, self-addressed envelope for your use.

Thank you for your cooperation in this matter.

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#### ARTICLES OF ORGANIZATION

**OF** 

#### AAAAAHHH REALTY ADVISORS, LLC

#### A FLORIDA LIMITED LIABILITY COMPANY

The undersigned, hereby executes these Articles of Organization for the purpose of forming a Florida Limited Liability Company, under the under the Florida Limited Liability Company Act, pursuant to Chapter 608 of the Florida Statutes, and hereby makes, acknowledges and files the following Articles of Organization ("Articles") providing for the formation, liabilities, rights, and privileges, of a Florida Limited Liability Company.

ARTICLE I Name

The name of the Limited Liability Company shall be:

Aaaaahhh Realty Advisors, LLC

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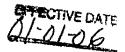
### ARTICLE II Addresses

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

975 Arthur Godfrey Road, PH-2 Miami Beach, Florida 33140

The principal place of business of this Limited Liability Corporation shall be:

975 Arthur Godfrey Road, PH-2 Miami Beach, Florida 33140



However, the Limited Liability Company may have such other places of business, both within and without the State of Florida and in foreign countries, as may be necessary and convenient.

### ARTICLE III Management

The Limited Liability Company is to be managed by one manager and is, therefore, "a Manager - Managed company."

The name and address of the sole member-manager of the Company, who shall serve until the first annual meeting of the members or until his successor is duly qualified and elected, is

Brian Giller 975 Arthur Godfrey Road, PH-2 Miami Beach, Florida 33140 DIVISION OF CORPORATIONS
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### ARTICLE IV Agency of Members and Managers

Only the Manager Member may sign and deliver any instrument transferring or affecting the company's interest in real property. The instrument is conclusive in favor of a person who gives value without knowledge of the lack of the authority of the person signing and delivering the instrument

### ARTICLE V Liability of Members and Managers

Neither the members of this limited liability company nor the managers of this limited liability company, whether managed by a manager or managing member, are liable, solely by reason of

being a member or serving as a manager or managing member, under a judgment, decree, or order of a court, or in any other manner, for a debt, obligation, or liability of the limited liability company.

#### ARTICLE VI Nature of Business

The general nature of the business or businesses to be transacted by the Limited Liability Company is as follows:

The transaction of any or all lawful business of a Limited Liability Company created under Florida Statutes Section 608 et. seq.

### ARTICLE VII Indemnification of Managers and Managing Members

The limited liability company may, and shall have the power to, but shall not be required to indemnify and hold harmless any member or manager or other person from and against any and all claims and demands whatsoever. Such indemnification or advancement of expenses may be made to or on behalf of any manager, managing member, officer, employee, or agent even if a judgment or other final adjudication establishes that the actions, or omissions to act, of such manager, managing member, officer, employee, or agent were material to the cause of action so adjudicated and even if constitute any of the following:

- 1. In the case of a manager or managing member, a circumstance under which the liability provisions of §608.426 are applicable.
- 2. A transaction from which the manager or, managing member, derived an improper personal benefit.

- 3. A violation of criminal law.
- 4. Willful misconduct or a conscious disregard for the best interests of the limited liability company in a proceeding by or in the right of the limited liability company to procure a judgment in its favor or in a proceeding by or in the right of a member.

### ARTICLE VIII Existence and Commencement

This Limited Liability Company shall exist perpetually. The commencement of Company existence shall be on the 1<sup>st</sup> day of January, 2006.

### ARTICLE IX Additional Capital Contributions

Each member shall be required to make additional capital contributions to the Contribution to the Contr

### ARTICLE X Profits and Losses

Profits and losses shall be allocated to the members, in proportion to their capital contributions unless an alternative basis is unanimously agreed upon by all the members.

### ARTICLE XI Members and Restrictions On Membership

The following shall constitute the initial member of the Company:

#### Brian Giller 975 Arthur Godfrey Road Miami Beach, Florida 33140

No additional members shall be admitted to the Company except with the written consent of the member-manager of the Company and upon such terms and conditions as shall be determined by said member-manager. Contributions required of new members shall also be determined by said member-manager as of the time of admission to the Company. A member may transfer his, her or its interest in the Company, but the transferee shall not become a member, except with the written consent of the member-manager of the Company and upon such terms and conditions as shall be determined by said member-manager. Furthermore, the proposed member shall have no right to participate in the management of the business and affairs of the Company without the written approval of the member-manager.

### ARTICLE XIII Registered Agent, Registered Office, & Registered Agent's Signature

The name and street address of the registered agent and the office of said agent of the Company

is:

Brian Giller 975 Arthur Godfrey Road Miami Beach, Florida 33140 DIVISION OF CORPORATION

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.

BY:

Brian Giller, Resident Agent

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.

IN WITNESS WHEREOF, I have hereunto set our hands and seals on 29 December 2005.

Brian Giller

Signature of a member or an authorized representative of a member

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