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FLORIDA/FOREIGN LIMITED LIABILITY CO.

Merrick Partners, LLC

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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

Merrick Partners, LLC

ARTICLE II - Address:

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

9955 North Kendall Drive, Ste. 205
Miami, Florida 33176

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

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

Paul A. Lester
Name

201 Alhambra Circle, Ste. 601
Florida street address (P.O. Box NOT acceptable)

Coral Gables, Florida 33134
City, State, and Zip

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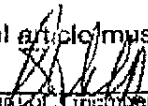
Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all 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 IV - Management:

The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager - managed company.

(An additional article must be added if an effective date is requested)


Signature of a member or an authorized representative of a member.

(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.)

Steven Schiff, Authorized Representative

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