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Florida Department of State  
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**FLORIDA/FOREIGN LIMITED LIABILITY CO.**

**poeware, llc**

Certificate of Status	0
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**ARTICLES OF ORGANIZATION OF  
POEWARE, LLC**

The undersigned, being authorized to execute and file these Articles, hereby certifies that:

**ARTICLE I - Name:**

The name of the Limited Liability Company is: Poeware, LLC.

**ARTICLE II - Address:**

The mailing address and street address of the principal office of the Limited Liability Company is 5795 SW 114th Terrace, Miami, Florida 33156.

**ARTICLE III - Duration:**

The period of duration for the Limited Liability Company shall be 40 years.

**ARTICLE IV - Management:**

The Limited Liability Company is to be managed by the Managers/Members and the names and addresses of such Managers/Members are:

Daniel B. Clarin  
5795 SW 114th Terrace  
Miami, Florida 33156

Paul Marino  
99 S.E. Mizner Blvd., Suite 929  
Boca Raton, Florida 33432

**ARTICLE V - Admission of Additional Members:**

The Company may admit new members only upon the consent of the remaining member(s).

**ARTICLE VI - Registered Office and Agent:**

The street address of the Company's initial registered office shall be 5795 SW 114th Terrace, Miami, Florida 33156, and the initial registered agent for the Company at that address shall be Daniel B. Clarin.

Prepared by:  
Irber & Company  
1031 North Miami Beach Blvd.  
North Miami Beach, FL 33162  
(305) 949-8361

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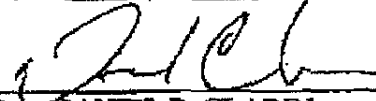
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**ARTICLE VII - Members Rights to Continue Business**

The members of the Company shall have the right to continue the business on the death, retirement, resignation, expulsion, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company provided that in no event shall the business continue after December 31, 2046 unless such date is postponed by articles of amendment and provided that the Company shall always have at least two members.

IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledged them to be my act this 10 day of March, 2006.

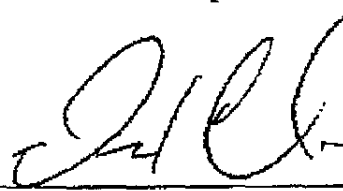
  
 By: DANIEL B. CLARIN  
 Authorized Representative of a Member  
 executing the Articles of Organization

(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.)

**ACCEPTANCE OF REGISTERED AGENT**

Having been named as registered agent and to accept service of process for POEWARE, LLC, at the place designated in the Articles of Organization, 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.

Dated: 3-10-06

  
 DANIEL B. CLARIN  
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