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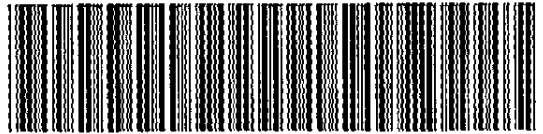
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M. HODGES



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 941025 4300A

AUTHORIZATION :

COST LIMIT : \$ 125.00

ORDER DATE : March 24, 2006

ORDER TIME : 12:38 PM

ORDER NO. : 941025-005

CUSTOMER NO: 4300A

DOMESTIC FILING

NAME: RDC2502-ACQ., L.L.C.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 2956

EXAMINER'S INITIALS: _____

LAW OFFICES
WEINER, CUMMINGS & VITTORIA
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS
4TH FLOOR
1428 BRICKELL AVENUE
MIAMI, FLORIDA 33131

WEINER & CUMMINGS, P.A.

LAWRENCE WEINER*
PAUL M. CUMMINGS**

JANE M. WEINER** OF COUNSEL
BETH MOSKOWITZ LAZAR****
BLAS I. CUETO**

VITTORIA & PURDY, LLP
THEODORE J. VITTORIA, JR.***
JAMES A. PURDY****

* ADMITTED IN FL AND PA ONLY
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*** ADMITTED IN NY ONLY
**** ADMITTED IN NY AND TN ONLY
***** ADMITTED IN FL, IL AND NY ONLY

March 24, 2006

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NEW YORK OFFICE:
ROCKEFELLER CENTER
600 FIFTH AVENUE
NEW YORK, NY 10111
(212) 486-8104

Florida Secretary of State, Division of Corporations
P.O. Box 6327
Tallahassee FL 32314
Attn: Registration Section

Re: RDC2502-ACQ., L.L.C

Dear Sir/Madam:

In connection with organizing the above named limited liability company with the State of Florida, enclosed are the following original executed documents for filing:

1. Articles of Organization of RDC2502-ACQ., L.L.C.
2. Acceptance of Designation as Registered Agent;

These documents are being filed on our behalf by CSC (Corporation Services Corp.). CSC has been authorized and instructed to advance on our behalf any and all fees payable in connection with the filing of this L.L.C.

Upon filing, you are hereby authorized to release the original filed documents with an appropriate stamp by your office evidencing the filing of such documents, or a stamped copy, as the case may be, and any other receipts or documents issued in connection therewith, to any representative of CSC corporate services company.

If you need any additional information or documentation to complete these filings, please contact the undersigned at the above Miami address.

Very truly yours,


LAWRENCE WEINER

LW/gsm
#enclosures

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**ARTICLES OF ORGANIZATION
FOR
RDC2502-ACQ., L.L.C.**

ARTICLE I - NAME

The name of the Limited Liability Company is: RDC2502-ACQ., L.L.C.

ARTICLE II - DURATION

The limited liability company shall have perpetual existence.

ARTICLE III - PURPOSE AND POWERS

Except as restricted by these Articles of Organization, this limited liability company is organized for each and every legal and lawful purpose for which a limited liability company may be organized pursuant to the Florida Limited Liability Company Act.

Except as restricted by these Articles of Organization, this limited liability company shall have and may exercise all powers and rights which a limited liability company may exercise under Florida law or the laws of the United States of America.

ARTICLE IV - PRINCIPAL OFFICE

The mailing address and the street address of this limited liability company shall be c/o 1428 Brickell Avenue, Suite #400, Miami FL 33131

ARTICLE V - INITIAL REGISTERED AGENT AND OFFICE

The initial registered agent for this limited liability company and the street address of the initial registered agent is:

**LAWRENCE WEINER
1428 Brickell Avenue, Suite #400
Miami, FL 33131**

ARTICLE VI - ADDITIONAL MEMBERS

This limited liability company may admit additional members subject to approval by unanimous vote of the existing member.

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ARTICLE VII - INITIAL MANAGER

This limited liability company shall be managed by one or more managers. This limited liability company shall initially have one manager. The number of managers of this company may be changed in accordance with the regulations of the company. The name and address of the initial manager is as follows:

ROBERT CONTE
c/o Lawrence Weiner
1428 Brickell Avenue, Suite #400
Miami, FL 33131

The initial manager shall serve until the first annual meeting of members or until his successor is elected and qualified or until his death or registration.

ARTICLE VIII - REGULATIONS

The regulations of this limited liability company may only be adopted, amended, altered or repealed by the unanimous vote of the members.

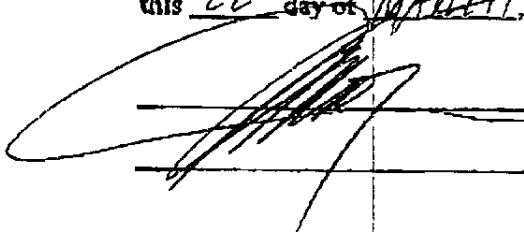
ARTICLE IX - MEMBERS' RIGHT TO CONTINUE BUSINESS

The members remaining after the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or any other event which terminates the membership of a member, have the right to continue the business of this limited liability company subject to approval by unanimous vote of the remaining members; provided that at least two members remain.

ARTICLE X - AMENDMENT

This limited liability company reserves the right to amend, alter or repeal any provisions contained in these Articles of Organization in accordance with the Florida Limited Liability Company Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 22 day of MARCH, 2006.



ROBERT CONTE
Authorized Representative of the Members

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

The name of the limited liability company is **RDC2502-ACQ., L.L.C.**

The name and address of the registered agent and office is:

**LAWRENCE WEINER
1428 Brickell Avenue, Suite #400
Miami, FL 33131**

Having been named as registered agent and to accept service of process for the above-named 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 positions as registered agent.

Date: March 23, 2006


LAWRENCE WEINER