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FLORIDA/FOREIGN LIMITED LIABILITY CO.

401 associates, l.l.c.

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**ARTICLES OF ORGANIZATION
OF
401 ASSOCIATES, L.L.C.**

The undersigned, for the purposes of forming a limited liability company under the Florida Limited Liability Company Act, hereby make, acknowledge and file the following Articles of Organization:

ARTICLE I - NAME

The name of the Limited Liability Company shall be 401 Associates, LLC. ("Company").

ARTICLE II - DURATION

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company shall have perpetual existence unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE III - PURPOSE

This Company is organized for the purpose of engaging in any activity or business permitted under the laws of the United States of America and the State of Florida as the members from time to time determine to be appropriate in their discretion.

ARTICLE IV - CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company the cash or property from time to time determined appropriate in their discretion.

ARTICLE V - ADDRESS

The mailing address of the Company shall be P.O. Box 7415, Fort Lauderdale, Florida 33338 and the street address of the Company shall be 501 Northeast 13th Street, Fort Lauderdale, Florida 33304.

David W. Leskar, Esq.
Shepard & Leskar, P.A.
100 N.W. 70th Avenue
First Floor
Plantation, Florida 33317
(954) 915-8120
Florida Bar No. 343064

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ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Company is 100 Northwest 70th Avenue, First Floor, Plantation, Florida 33317, and the name of the initial Registered Agent of this Company is Shepard & Leskar, P.A..

ARTICLE VII - ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the other members of the Company, other than the member proposing to dispose of his or her interest, approve of the proposed transfer by unanimous written consent.

ARTICLE VIII - TERMINATION OF EXISTENCE

The Company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager or on the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there is at least one remaining member.

ARTICLE IX - MEMBERS & ORGANIZER

The Company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The names and addresses of the members of the Company and the Organizer are:

1. E. Gerald Cooper, Member
P.O. Box 7415
Fort Lauderdale, Florida 33338
2. Derek Caglianone, Member
P.O. Box 7415
Fort Lauderdale, Florida 33338
3. Tamara Peacock, Member
P.O. Box 7415
Fort Lauderdale, Florida 33338
4. Murray E. Shepard, Organizer
100 Northwest 70th Avenue, 1st Floor
Plantation, Florida 33317

Handwritten: 14000

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization at Plantation, Broward County, Florida this 10th day of July, 2006.

Murray E. Shepard

STATE OF FLORIDA :

SS:

COUNTY OF BROWARD :

ACKNOWLEDGED before me this 10th day of July, 2006, by Murray E. Shepard, who is personally known to me or who produced personally as identification.



Radia Alvarez
Notary Public
My Commission Expires: State of Florida

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for 401 Associates, LLC, as designated in the Articles of Organization, Shepard & Leskar, P.A., agrees to act in this capacity, and agrees to comply with the provisions of all statutes relating to the proper and complete performance of their duty and is familiar with and accepts the obligations of the position of registered agent.

Date: 7/10/06

Murray E. Shepard, Pres. Registered Agent

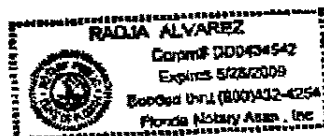
STATE OF FLORIDA:

SS:

COUNTY OF BROWARD:

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State of Florida and County set forth above, personally appeared Murray E. Shepard, known to me to be the person who accepted this designation as Registered Agent of the aforesaid Company, and who is personally known to me or has produced personally as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County aforesaid, this 10th day of July, 2006.



Radia Alvarez
Notary Public
My Commission Expires: State of Florida

Handwritten: 17170852