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*SEM*

**FLORIDA/FOREIGN LIMITED LIABILITY CO.**

**Holtzman Group, LLC**

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## ARTICLES OF ORGANIZATION

### Article I. Name

The name of this Florida limited liability company is:  
Holtzman Group, LLC

### Article II. Address

The street and mailing address of the Company's initial principal office is:  
Holtzman Group, LLC  
2121 Ponce de Leon Blvd, Suite 1280  
Coral Gables FL 33134

### Article III. Registered Agent

The name and street address of the Company's registered agent is:  
Max Holtzman, Esq.  
2121 Ponce de Leon Blvd., Suite 1280  
Coral Gables FL 33134

### Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Corporate Creations International Inc.  
941 Fourth Street  
Miami Beach FL 33139  
(305) 672-0686

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Article V. Distribution of Profits

Unless otherwise provided in the Company's Operating Agreement, there shall not be any distribution of profits unless each separate distribution is approved by the affirmative vote of members who own more than 50% of the voting interest in the Company. The voting members shall have complete discretion on when and if to approve any distribution of profits.

Article VI. Management


This will be a member-managed company. The name and address of each member is:

S.N. HOLTZMAN, LLC  
2121 Ponce de Leon Blvd, Suite 1280  
Coral Gables FL 33134  
MAX T. HOLTZMAN, LLC  
2121 Ponce de Leon Blvd, Suite 1280  
Coral Gables FL 33134

Article VII. Company Existence

The Company's existence shall begin effective as of 11/28/2006.

The undersigned authorized representative of a member executed these Articles of Organization on 11/28/2006.

  
\_\_\_\_\_  
CORPORATE CREATIONS INTERNATIONAL INC.  
Franco E. Cammarata Vice President and Counsel  
by M.A. Areiza as attorney-in-fact

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## STATEMENT OF REGISTERED AGENT


### LIMITED LIABILITY COMPANY:

Holtzman Group, LLC

### REGISTERED AGENT/OFFICE:

Max Holtzman, Esq.  
2121 Ponce de Leon Blvd., Suite 1280  
Coral Gables FL 33134

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

  
MAX HOLTZMAN, ESQ.  
by M.A. Arciza as attorney-in-fact

Date: 11/28/2006.

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