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LAW OFFICES  
**MOSKOWITZ, MANDELL, SALIM & SIMOWITZ, P.A.**

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OF COUNSEL

SHIRLEY D. WEISMAN, P.A.

Craig J. Mandell  
cmandell@msslaw.com

December 13, 2006

Department of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, FL 32314

RE: BUY DIRT, LLC  
Formation of Florida Corporation

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2006 DEC 21 AM 10:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

To Whom it May Concern:

Enclosed is the original and one copy of the Articles of Organization of Buy Dirt, LLC. Also enclosed is a check in the amount of \$155.00 payable to Florida Department of State for filing fees and certified copy.

Please file the enclosed Articles with the Secretary of State and forward evidence of the filing and the certified copy back to this office.

If you have any questions, please do not hesitate to contact me. Thank you for your prompt attention to this matter.

Very truly yours,

By:   
CRAIG J. MANDELL

CJM/mc

Enclosures

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**ARTICLES OF ORGANIZATION  
OF  
BUY DIRT, LLC**

**ARTICLE I - NAME**

The name of the Limited Liability Company is BUY DIRT, LLC (the "Company").

**ARTICLE II - ADDRESS**

The mailing address of the principal office of the Company is 800 Corporate Drive, Suite 700, Fort Lauderdale, FL 33334.

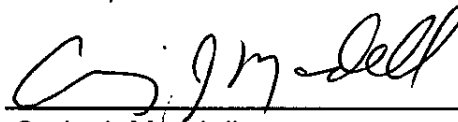
**ARTICLE III - REGISTERED AGENT AND OFFICE**

The street address of the Company's initial registered office is c/o Moskowitz, Mandell, Salim & Simowitz, P.A., 800 Corporate Drive, Suite 500, Ft. Lauderdale, FL 33334, and the name of its initial registered agent at such office is Craig J. Mandell Esq.

**ARTICLE IV - MANAGEMENT**

The Company is to be managed by one or more members and is therefore a member-managed company.

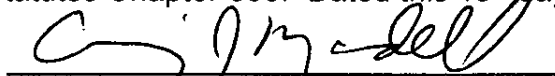
In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. Dated this 13<sup>th</sup> day of December, 2006.



Craig J. Mandell  
Authorized Representative

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

The undersigned, having been named as Registered Agent and to accept service of process for the above stated limited liability company at the place designated in these Articles of Organization, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent as provided for in Florida Statutes Chapter 608. Dated this 13<sup>th</sup> day of December, 2006.

  
CRAIG J. MANDELL, Registered Agent

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