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FLORIDA/FOREIGN LIMITED LIABILITY CO.

INNOVATIVE HOLDINGS LLC

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**ARTICLES OF ORGANIZATION
OF
INNOVATIVE HOLDINGS LLC**

ARTICLE I

Name

The name of this limited liability company is INNOVATIVE HOLDINGS LLC (hereinafter "the Company").

ARTICLE II

Address

The Principal Office and Mailing Address is: 1680 Michigan Avenue Suite 1016A
Miami Beach, FL 33139

ARTICLE III

Duration

EFFECTIVE DATE
02/01/07

The Company's existence shall commence upon the filing of these Articles of Organization with the Florida Department of State and said existence shall be perpetual.

ARTICLE IV

Initial Registered Office and Agent

The name and mailing address of the initial registered office and the initial registered agent of the Company is:

Albert J. Lazo, P.A.
1680 Michigan Avenue Suite 1016A
Miami Beach, FL 33139

ARTICLE V

Purpose

The Company shall be authorized to engage in and transact any and all lawful business within and without the State of Florida or United States for which Limited Liability Companies may be created under § 608.404, Fla. Stat., as amended and supplemented.

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ARTICLE VI**Authorized Representative and Organizer**

The name and street and mailing address of the person signing these Articles as Authorized Representative and Organizer is:

Albert J. Lazo, Esq.
1680 Michigan Avenue Suite 1016A
Miami Beach, FL 33139

ARTICLE VII**Management**

The Company will be managed by at least one (1) independent manager and is, therefore, a manager-managed company. The initial manager shall be:

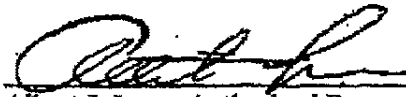
AO MANAGEMENT LLC
1680 Michigan Avenue Suite 1016A
Miami Beach, FL 33139

ARTICLE VIII**Effective date**

The effective date of this Company is February 1, 2007.

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In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under penalties of perjury that the facts stated herein are true.



Albert J. Lazo, Authorized Representative

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AUTHORIZED REPRESENTATIVE AND ORGANIZER

IN WITNESS WHEREOF, I have made and subscribed these Articles of Organization
this 1st day of February 2007.



Albert J. Lazo, Esq.

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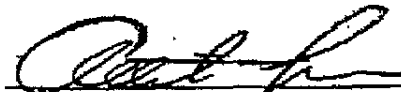
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ACCEPTANCE OF REGISTERED AGENT

I HEREBY ACCEPT this appointment of, and designation as registered agent for service of process within the State of Florida of Innovative Holdings LLC named in the Articles of Organization herein above set forth and I do hereby further state that I may be found as registered agent for service of process upon said proposed corporation at the address set forth in Article IV of such Articles.

IN WITNESS WHEREOF, as said registered agent, I have caused this statement to be signed on this 1st day of February 2007.

By:



Albert J. Lazo, President
Albert J. Lazo, P.A.

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