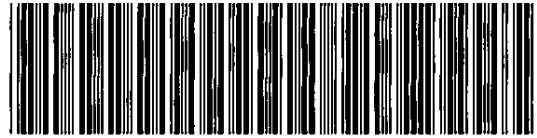


LU7000030460



600092255376

03/21/07--01019--001 **160.00

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

[Handwritten signature]

Office Use Only

RECEIVED
07 MAR 21 AM 11:37
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
07 MAR 21 PM 3:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Zenith Management Group, LLC

FILED
07 MAR 21 PM 3:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- Art of Inc. File _____
- LTD Partnership File _____
- Foreign Corp. File _____
- L.C. File _____
- Fictitious Name File _____
- Trade/Service Mark _____
- Merger File _____
- Art. of Amend. File _____
- RA Resignation _____
- Dissolution / Withdrawal _____
- Annual Report / Reinstatement _____
- Cert. Copy _____
- Photo Copy _____
- Certificate of Good Standing _____
- Certificate of Status _____
- Certificate of Fictitious Name _____
- Corp Record Search _____
- Officer Search _____
- Fictitious Search _____
- Fictitious Owner Search _____
- Vehicle Search _____
- Driving Record _____
- UCC 1 or 3 File _____
- UCC 11 Search _____
- UCC 11 Retrieval _____
- Courier _____

Signature _____

Requested by:

SP 3/21/07 10:30
Name Date Time

Walk-In _____ Will Pick Up _____

Articles of Organization
for
Limited Liability Company

FILED
07 MAR 21 PM 3:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the Florida Limited Liability Company Act, the undersigned, acting as organizer of a limited liability company, hereby adopts the following Articles of Organization for such company:

Article I
Name

The name of the limited liability company is ZENITH MANAGEMENT GROUP, LLC.

Article II
Company Existence

The company's existence shall be perceptual and shall be effective upon the filing of these Articles of Organization with the Florida Department of State.

Article III
Units of Equity Ownership

- Section A. Authorized United of Equity Ownership: The company shall have the power to issue one or more classes of Membership Interests having various rights, preferences, privileges and restrictions thereof.
- Section B. Restrictions on Dispositions of Units: No member of this company shall sell, transfer, convey, pledge, give, distribute or encumber any unit or units in the company without first giving notice in writing to the company of such intended disposition and without first securing the written approval of members of the company owning 100% of the then-issued and outstanding membership units of the company. However, nothing contained herein shall prevent distribution by operation of law of such unit or units, provided that in such case a transferee shall be bound by the provision contained in this section in the same manner as an original member.

Article IV
Registered Agent and Office

The address of the initial Registered Office of the Company is 1200 Brickell Avenue, Suite 1480, Miami, Florida, 33131 and the name of the its initial Registered Agent at such address is Julie C. Ferguson.

Article V
Principal Office

The mailing address and street address of the principal office of the company is 1200 Brickell Avenue, Suite 1480, Miami, Florida 33131

Article VI
Organizer

The name and address of the organizer is:

Julie C. Ferguson
1200 Brickell Avenue, Suite 1480
Miami, Florida 33131

Article VII
Purpose and Power

The company shall be formed for any lawful purposes and shall have unlimited power to engage in and to do any lawful act concerning any and all lawful businesses for which companies may be organized under the Florida Limited Liability Company Act.

Article VIII
Management

The company is to be managed by Managers. The name and address of the Managing Member is:

ZMG Pty Ltd
1200 Brickell Avenue, Suite 1480
Miami, Florida 33131

Article IX
Indemnification

The company shall indemnify any member and/or officer who is or was a party, or who is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative, including all appeals, by reason of the fact that such member and/or officer is or was a member, officer or employee of the company or is or was serving at the request of the company as a director, trustee, officer or employee of another limited liability company, corporation, partnership, joint venture, trust or other enterprise, against any and all expenses (including reasonable attorney's fees), judgments, decrees, fines, penalties and amounts paid in settlement, which were actually and reasonably incurred by such member and/or officer in connection with such action, suit or proceeding. The company

shall not indemnify any member and/or officer in the event of (i) a breach of such member and/or officer's duty of loyalty to the company or its members, (ii) acts or omissions not in good faith for which involve intentional misconduct or knowing violation of the law, (iii) a transaction from which such member and/or officer derived an improper personal benefit, or (iv) acts or omissions for which indemnification is prohibited under the Florida Limited Liability Company Act, or (v) judgments, penalties, fines, and any such case where such member and/or officer shall be adjudged liable to the company. Any indemnification provided for in this Article (unless ordered by a court) shall be made by the company only as authorized in the specific case upon a determination that indemnification of the member and/or officer is proper in the circumstances because such member and/or officer had met the applicable standard of conduct set forth in this article. Such determination shall be made:(i) by the members by a majority vote of a quorum consisting of members who were not parties to such action, suit, or proceeding; or (ii) by special legal counsel, selected by the members by vote as set fourth in (i) above.

The indemnification provided in this Article shall not be deemed exclusive of any other rights to which a person indemnified may be entitled under any agreement, vote of members, or disinterested officers or otherwise, both as to action in the official capacity of such person and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be an officer or a member and shall inure to the benefit fo the heirs, executors, and administrators of such person.

Article X
Amendment of Articles of Organization

The company reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Organization in the manner now or hereafter prescribed by statute and all rights conferred upon members herein and granted subject to this reservation

Dated: March 19, 2007

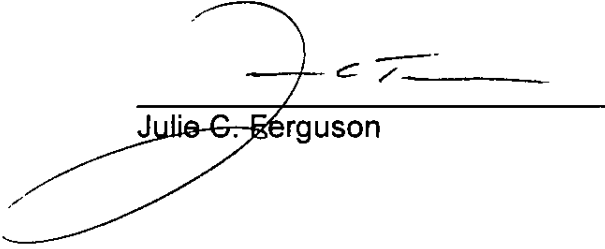


Julie C. Ferguson
Authorized Representative of Member

Acceptance of Registered Agent

Having been named as Registered Agent and to accept service of process for the above stated 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 all the obligations of my position as registered agent.

Dated: March 19, 2007



Julie C. Ferguson