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FLORIDA/FOREIGN LIMITED LIABILITY CO.

overtown group, llc

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**ARTICLES OF ORGANIZATION
OF
OVERTOWN GROUP, LLC,
a Florida limited liability company**

Pursuant to the provisions of Section 608.411, Florida Statutes, this Florida profit limited liability company adopts the following Articles of Organization:

ARTICLE I

The name of the limited liability company is Overtown Group, LLC.

ARTICLE II

The period of existence of the limited liability company shall be perpetual, commencing on the date the original Articles were filed.

ARTICLE III

The mailing address and street address of the principal office of this limited liability company is:

9100 S. Dadeland Boulevard
Suite 1607
Miami, Florida 33156

ARTICLE IV

The name and address of the registered agent is:

Registered Agent

Attorney Corporate Reporting
Services, Inc.

Address of Registered Office

9100 S. Dadeland Boulevard
Suite 1607
Miami, Florida 33156

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ARTICLE V

The Operating Agreement of the limited liability company (hereinafter the "Company") contains provisions regarding:

The nature of the business to be transacted or the purposes to be promoted or carried out by the Company, which shall be to own, operate, manage, develop, and to otherwise undertake such activities as are determined by the Company with respect to Real Estate Investments and Management and the personal property of the Company which is located at its principal place of business or is used in connection therewith, and all business of the Company relating thereto, and for no other purpose whatsoever.

2. The rights of the members to admit additional members and the terms and conditions of the admissions.

3. The rights of the remaining members of this Company to continue the business of this Company on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, and any other event which may terminate the continued membership in this Company.

ARTICLE VI

The management of the Company is to be reserved to the Members, more specifically, Kevin L. Deeb and Durand A. Deeb, having an address at 9100 S. Dadeland Boulevard, Suite 1607, Miami, Florida 33156 (the "Managing Members").

ARTICLE VII

The Interests of the current Members shall be evidenced by Certificates, which shall be issued by the corporation reflecting the percentage interest held by the Members.

ARTICLE VIII

The Operating Agreement between the Managing Members and the Company shall be adopted by the Members. Thereafter, the power to alter, amend, or repeal the Operating Agreement shall be vested in the Members of the Company in the manner set forth in the Operating Agreement; provided, however, that the consent of the Managing

Members shall be required before any amendment, alteration or repeal of the Operating Agreement.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 10th day of April, 2007, at Miami, Florida.


Kevin L. Deeb, Esq.

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**CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT
OF
OVERTOWN GROUP, LLC**

Pursuant to Chapter 608 of the Florida Limited Liability Company Act, the following is submitted in compliance with said Act:

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 the obligations of my position as registered agent as provided for in Chapter 608, F.S.

Dated this 10 day of April, 2007.

Attorney Corporate Reporting Services, Inc.

By: 

Kevin L. Deeb, Esquire
Registered Agent's Signature

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