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FLORIDA/FOREIGN LIMITED LIABILITY CO.

Auctus, LLC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF
ORGANIZATION OF**

Auctus, LLC.

The undersigned certify that we have associated ourselves together for the purpose of becoming a Limited Liability Company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the Limited Liability Company.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the Limited Liability Company shall be Auctus, LLC. The mailing address and the street address of the principal office of the Limited Liability Company is: 19495 Biscayne Blvd., suite 303, Aventura, FL 33180. The Limited Liability Company shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II

PURPOSES AND POWERS

The purpose for which the Company is organized is to engage in any and all businesses and activities permitted under the laws of the State of Florida. The Company shall have all of the powers vested in a Limited Liability Company organized and existing by virtue of such laws.

ARTICLE III

EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a majority-in-interest vote of the members of the limited liability company.

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ARTICLE IV MANAGEMENT

This Limited Liability Company shall be a manager-managed company. It shall be managed by one or more managers. The name(s) and address(es) of the person(s) who shall serve until the first annual meeting of members or until a successor(s) is/are elected and qualified as follows:

MANAGER'S NAME	COMPLETE ADDRESS
Joseph Dirnfeld	19495 Biscayne Blvd., suite 303, Aventura, FL 33180

The initial members of the limited liability company are:

MEMBER'S NAME	COMPLETE ADDRESS
Joseph Dirnfeld	19495 Biscayne Blvd., suite 303, Aventura, FL 33180
Vito Garfi	19495 Biscayne Blvd., suite 303, Aventura, FL 33180

ARTICLE V MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the Limited Liability Company.

A member's interest in the Limited Liability Company may not be sold or otherwise transferred except with unanimous written consent of the members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the Limited Liability Company, the remaining members shall have the right to continue the business on the unanimous consent of the remaining members.

ARTICLE VI CAPITAL CONTRIBUTIONS

Capital contributions shall be paid to the Limited Liability Company by the

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members. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. The company shall have the power to issue certificates of membership interest in registered form representing ownership of an interest in the company ("certificates"). The denominations of the certificates shall correspond to the amount of capital contributed by the member to the company. On a return of all or any portion of the capital of the company contributed by a member holding a certificate, the member shall surrender the certificate or certificates for appropriate adjustment prior to receipt of his or her capital contribution.

ARTICLE VII PROFITS AND LOSSES

(a) Profit Sharing. The members shall be entitled to the net profits arising from the operation of the Limited Liability Company business that remain after the payment of the expenses of conducting the business of the Limited Liability Company. Each member shall be entitled to the distributive share of the profits. Profits and losses shall be allocated on the basis of the agreed value, as stated in the records of the Limited Liability Company, of the contributions made by each member to the extent such contributions have been received by the Limited Liability Company and have not been returned. The distributive share of the profits shall be determined and paid to the members annually.

(b) Losses. All losses that occur in the operation of the Limited Liability Company business shall be paid out of the capital of the Limited Liability Company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in the same manner as the allocation of profits.

ARTICLE VIII DURATION

This Limited Liability Company shall exist perpetually or until dissolved in a manner provided by law, or upon the sole discretion of any sole member who shall be authorized to file articles of dissolution or as provided in the articles or regulations adopted by the members.

ARTICLE IX INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The name and street address of the Company's initial registered agent is: Douglas Jovanovic Esq., 17 SE 24th Ave., Pompano Beach, FL 33062 .


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ARTICLE X

The name and address of the Authorized Representative signing these Articles is Douglas Jovanovic, Esq., 17 SE 24th Ave., Pompano Beach, FL 33062.

The undersigned, being an authorized representative of Vito Garfi, a member of the Limited Liability Company, has executed these Articles of Organization of Auctus, LLC., this 16 day of May, 2007.



Douglas Jovanovic, Authorized Representative

Pursuant to the provisions of Sections 608.415 and 608.407(1)(c) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is Auctus, LLC.

The name of the registered agent for Auctus, LLC., is Douglas Jovanovic and the street address of the office where the agent is located is 17 Southeast 24th Avenue, Pompano Beach, Florida 33062.

This statement is to acknowledge that, as indicated above, Auctus, LLC. has appointed me, Douglas Jovanovic, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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.



Douglas Jovanovic, Registered Agent

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