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**FLORIDA/FOREIGN LIMITED LIABILITY CO.****BRAINWORX LLC**

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**ARTICLES OF ORGANIZATION  
OF  
BRAINWORX LLC**

THE UNDERSIGNED, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a Florida Limited Liability Company (the "Company") under the laws of the State of Florida does set forth the following:

1. **NAME**

The name of the Company is **BRAINWORX LLC**

2. **PERIOD OF DURATION**

In accordance with Section 608.409(1) of the Florida Limited Liability Company Act ("Act"), the term of existence shall begin the date these Articles are filed and its duration shall be perpetual, unless otherwise dissolved or terminated by the unanimous written agreement of all members or pursuant to an event described in paragraph 7 of these Articles of Organization.

3. **PURPOSE**

The purpose for which the Company is organized is to engage in any and all businesses and activities permitted by 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.

4. **MAILING AND STREET ADDRESS OF COMPANY**

The mailing and street address of the place of business in Florida for the Company is 11011 Sheridan Street, No. 303, Cooper City, Florida 33026.

5. REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent in Florida for the Company is ALAN B. COHN, 100 West Cypress Creek Road, Suite 700, Ft. Lauderdale, Florida 33309.

6. ADMISSION OF ADDITIONAL MEMBERS

Pursuant to Section 608.4232 of the Act, the Company may admit additional members upon the affirmative vote of a majority in interest of the members holding membership interests of the Company, either in attendance at a duly called meeting of the members at which a quorum exists or by written consent of the members of the Company. Any new member which is approved by the members of the Company, as set forth herein shall become a member of the Company upon payment of the contribution to the capital of the Company as established from time to time by the members, and upon such member's agreement to comply with these Articles of Organization, its regulations or guidelines as the members may from time to time determine, in their sole discretion.

7. CONTINUITY OF BUSINESS

Upon death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company, the business of the Company shall not be continued and the Company shall be dissolved, unless the consent of all remaining members of the Company is obtained.

**8. MANAGEMENT**

The Company is to be managed by Managers. The names and addresses of such Manager who are to serve as Managers until the first annual meeting of members or until their successors are elected and qualified are Leah K. Light, Julia Harper and Aimee Levin-Weiner, whose address is 11011 Sheridan Street, No. 303, Cooper City, Florida 33026.

**9. RIGHT OF ASSIGNEE TO BECOME A MEMBER**

An assignee of a member's interest in the Company may become a member of the Company and acquire the rights and powers and be subject to the restrictions and liabilities of a member of the Company, upon the affirmative vote of a majority in interest of the members holding membership interests of the Company (excluding the member seeking to transfer his or her interest in the Company) either in attendance at a duly called meeting of the members at which a quorum exists or by written consent of the members of the Company. The rights of the assignee shall be subject to the regulations, if any, and/or such other documents or agreements governing the operation of the Company as may be entered into from time to time, provided such assignment and admission of such assignee as a member complies with the terms and conditions of the regulations of the Company, if any and/or such other documents or agreements governing the operation of the Company as may be entered into from time to time.

**10. RETURN OF CAPITAL**

No member shall have the right to demand the return of his or its contribution to capital except as provided in the Company's regulations or operating agreement, if any, then in existence.

**11. AMENDMENT TO ARTICLES OF ORGANIZATION**

Members may adopt, alter, amend or repeal any provision of the Articles of the Organization upon the affirmative vote of a majority in interest of the members of the Company which vote is taken at a duly called meeting of the members at which a quorum is present, or by written consent of the members of the Company.

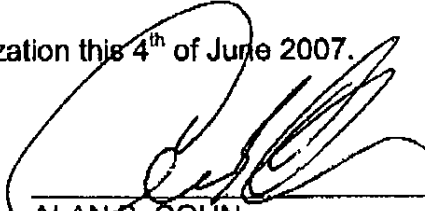
**12. REGULATIONS**

Pursuant to Section 608.423(1) of the Act, the members of the Company may adopt, alter, amend or repeal regulations or any provision thereof, upon the affirmative vote of a majority in interest of the members of the Company in attendance at a meeting of the members duly called at which a quorum exists, or by written consent of the members of the Company.

**13. AUTHORIZED REPRESENTATIVE**

The name and address of the Authorized Representative signing these Articles is ALAN B. COHN, 100 West Cypress Creek Road, Suite 700, Ft. Lauderdale, Florida 33309.

IN WITNESS WHEREOF, the undersigned as Authorized Representative  
has executed these Articles of Organization this 4<sup>th</sup> of June 2007.

  
ALAN B. COHN

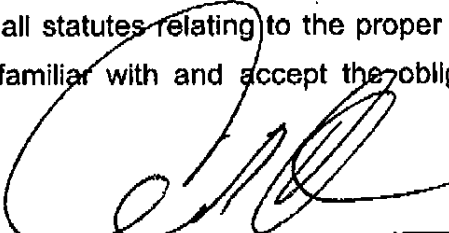
CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, OF THE  
FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY  
SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED  
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is **BRAINWORX LLC**
2. The name and address of the registered agent and office is:

ALAN B. COHN  
100 West Cypress Creek Road, Suite 700  
Ft. Lauderdale, Florida 33309

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.

  
ALAN B. COHN, Registered Agent  
Dated: June 4, 2007

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