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Rebecca Delmedico

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(Address)

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(City/State/Zip/Phone #)

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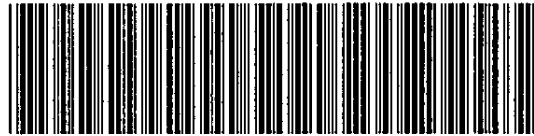
(Business Entity Name)

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**ARTICLES OF ORGANIZATION FOR
PHOENIX CYCLE WORKS, LLC**

ARTICLE I- NAME:

The name of the Limited Liability Company is:

Phoenix Cycle Works, LLC.

ARTICLE II- ADDRESS:

The mailing address and street address of the principal office of Phoenix Cycle Works , LLC is:

3318 NE 16th Place
Fort Lauderdale, Florida 33305

ARTICLE III- DURATION:

The period of duration for the Phoenix Cycle Works, LLC shall be perpetual.

ARTICLE IV- MANAGEMENT:

Phoenix Cycle Works, LLC is to be manager-managed by one or more managers. Managers may, but are not required to, be members of Phoenix Cycle Works LLC.

The name and address of the initial manager is:

Eugene B. Gargiulo
3318 NE 16th Place
Fort Lauderdale, Florida 33305

**ARTICLE V-NAME AND ADDRESS OF THE
INITIAL REGISTERED AGENT**

The initial registered agent is:

Rebecca J. Del Medico, Esq.
6281 Floridian Circle
Lake Worth, Florida 33463

ARTICLE VI-CLASSES OF MEMBERSHIP

There shall be four (4) classes of members within Phoenix Cycle Works, LLC, Class A members, Class B members, Class C members and Class D members whose rights shall be set forth in the Operating Agreement.

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ARTICLE VII- VOTING RIGHTS OF MEMBERS

Class A Members shall be voting
Class B Members shall be non-voting
Class C Members shall be voting
Class D Members shall non-voting

ARTICLE VIII-CONTINUATION OF BUSINESS

Upon the 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, the remaining members shall have the right to continue the business.

ARTICLE IX-RIGHT TO ADMIT ADDITIONAL MEMBERS

The members shall have the right to admit additional members, upon the consent of a majority-in-interest of the "A" members.

Dated: August 24, 2007

Rebecca J. Del Medico, Esq.



Authorized Representative for Eugene B. Gargiulo
Sole Member and Manager

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**CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, 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: Phoenix Cycle Works, LLC.
2. The name and address of the Registered Agent and Office is:

Rebecca J. Del Medico, Esq.
6281 Floridian Circle
Lake Worth, Florida 33463

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 a registered agent.



Rebecca J. Del Medico, Esq., Registered Agent

Date: August 24, 2007

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