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Rebecca Delmedico

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(Address)

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(Address)

(City/State/Zip/Phone #)

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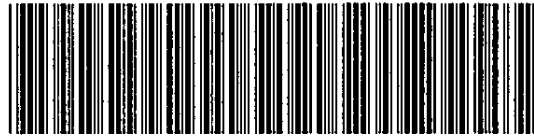
(Business Entity Name)

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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 16<sup>th</sup> 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 16<sup>th</sup> 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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