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To:
Division of Corporations
Fax Number : (850) 617-6383

From:
Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

FLORIDA/FOREIGN LIMITED LIABILITY CO.

phillips-mitchell holdings, llc

Certificate of Status	0
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**ARTICLES OF ORGANIZATION
OF
PHILLIPS-MITCHELL HOLDINGS, LLC**

ARTICLE I - NAME

The name of the Limited Liability Company is: **PHILLIPS-MITCHELL HOLDINGS, LLC.**

ARTICLE II - MAILING ADDRESS AND PHYSICAL STREET ADDRESS

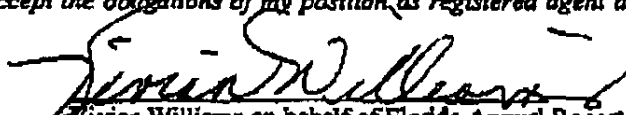
The mailing address and physical street address of the principal office of this Limited Liability Company is 6060 Indian Creek Drive, Unit 1003, Miami Beach, FL 33140.

**ARTICLE III - REGISTERED AGENT, REGISTERED
OFFICE, & REGISTERED AGENT'S SIGNATURE**

The name and the Florida street address of the Registered Agent are:

Florida Annual Report Service, Inc.
2300 Coral Way
Miami, FL 33145

Having been named as registered agent and to accept service of process for the above named 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 in Chapter 608, F.S.


Vivian Williams on behalf of Florida Annual Report
Service, Inc.- Registered Agent

ARTICLE IV - MEMBERS

The Limited Liability Company is to be managed by one member or more members and is, therefore, a member-managed company. The Management of the Company shall be reserved to the

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members. The members shall have the power and authority to act on behalf of the Company as provided in Chapter 608, F.S., as the same may be amended from time to time, and as further provided in the Regulations of the Company.

ARTICLE V- MANAGING MEMBERS

The names and addresses of the initial managing members are as follows:

Lawrence Mitchell
6060 Indian Creek Drive, Unit 1003
Miami Beach, FL 33140

Ceinwen Phillips
6060 Indian Creek Drive, Unit 1003
Miami Beach, FL 33140

ARTICLE VI - DURATION

The latest date upon which the limited liability company is to dissolve is January 1, 2050.

THESE ARTICLES OF ORGANIZATION have been executed by the undersigned member or authorized representative of the member this 31st day of October, 2007.

AUTHORIZED REPRESENTATIVE OF
Lawrence Mitchell and Ceinwen Phillips


ARLENE RAJMAN, ESQ.

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(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)


ARLENE RAJMAN, ESQ.

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