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FLORIDA/FOREIGN LIMITED LIABILITY CO.**CALI AND COMPANY, LLC**

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**ARTICLES OF ORGANIZATION
OF
CALI AND COMPANY, LLC**

The undersigned, being the authorized representative of the member of the limited liability company named herein, executes and files these Articles of Organization, and hereby certifies that:

ARTICLE I - NAME

The name of this limited liability company is CALI AND COMPANY, LLC.

ARTICLE II - ADDRESS

The mailing address of this limited liability company is c/o David H. Baker, Esq., P.O. Box 431, Palm Beach, Florida 33480 and the street address of this limited liability company is 340 Royal Poinciana Way, Suite 321, Palm Beach, Florida 33480.

ARTICLE III - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this limited liability company is 340 Royal Poinciana Way, Suite 321, Palm Beach, Florida 33480, and the name of the initial registered agent of this limited liability company at that address is David H. Baker, Esq.

ARTICLE IV - EXERCISE OF POWERS AND MANAGEMENT

Management of this limited liability company is reserved to its members.

ARTICLE V - OPERATING AGREEMENT

The power to adopt, alter, amend or repeal the Operating Agreement shall be vested in the members.

ARTICLE VI - AMENDMENT

This limited liability company reserves the right to amend or repeal any provisions contained in these Articles of Organization, or any amendment hereto, upon the consent by at least seventy-five percent of the membership interests.


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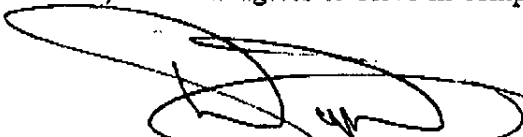
IN WITNESS WHEREOF, in compliance with Florida Statutes Section 608.407(4), the undersigned authorized representative of the member of the limited liability company, executed these Articles of Organization this 21st day of December, 2007.



David H. Baker, Esq., authorized
representative of the member

Acceptance of Designation

The undersigned, David H. Baker, Esq., hereby accepts the designation of himself as registered agent for CALI AND COMPANY, LLC and agrees to serve in compliance with all applicable Florida Statutes.



DAVID H. BAKER, ESQ.

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