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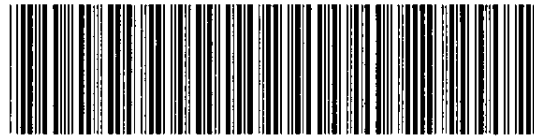
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B. KOHR

JAN 14 2008

EXAMINER



CORPORATION SERVICE COMPANY

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TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 399437 4300A

AUTHORIZATION

COST LIMIT : \$ 125.00

ORDER DATE : January 14, 2008

ORDER TIME : 9:17 AM

ORDER NO. : 399437-005

CUSTOMER NO: 4300A

DOMESTIC FILING

NAME: CAPRETTO SOUTH, L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Cindy Harris - EXT. 2937

EXAMINER'S INITIALS: _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CAPRETTO SOUTH, INC.
5822 SUNSET DRIVE
SOUTH MIAMI FL 33143**

To Whom It May Concern:

I, **TRUDI POLLACK**, as President and majority shareholder of Capretto South, Inc. do hereby authorize and permit Patricia Fluxman to organize under the laws of the State of Florida the entity to be known as **CAPRETTO SOUTH, L.L.C.**, without any further requirements.

Signed this 10 day of January, 2008.


TRUDI POLLACK, President

**ARTICLES OF ORGANIZATION
FOR
CAPRETTO SOUTH, L.L.C.**

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TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the Limited Liability Company is: **CAPRETTO SOUTH, L.L.C.**

ARTICLE II - DURATION

The limited liability company shall have perpetual existence.

ARTICLE III - PURPOSE AND POWERS

Except as restricted by these Articles of Organization, this limited liability company is organized for each and every legal and lawful purpose for which a limited liability company may be organized pursuant to the Florida Limited Liability Company Act.

Except as restricted by these Articles of Organization, this limited liability company shall have and may exercise all powers and rights which a limited liability company may exercise under Florida law or the laws of the United States of America.

ARTICLE IV - PRINCIPAL OFFICE

The mailing address and the street address of this limited liability company shall be 1428 Brickell Avenue, Suite 400, Miami, Florida 33131.

ARTICLE V - INITIAL REGISTERED AGENT AND OFFICE

The initial registered agent for this limited liability company and the street address of the initial registered agent is:

**Paul M. Cummings
1428 Brickell Avenue, Suite 400
Miami, FL 33131**

ARTICLE VI - ADDITIONAL MEMBERS

This limited liability company may admit additional members subject to approval by unanimous vote of the existing member.

ARTICLE VII - INITIAL MANAGER

This limited liability company shall be managed by one or more managers. This limited liability company shall initially have one manager. The number of managers of this company may be changed in accordance with the regulations of the company. The name and address of the initial manager is as follows:

**PATRICIA FLUXMAN
8010 Ponce de Leon Road
Miami, FL 33143**

The initial manager shall serve until the first annual meeting of members or until his successor is elected and qualified or until his death or registration.

ARTICLE VIII - REGULATIONS

The regulations of this limited liability company may only be adopted, amended, altered or repealed by the unanimous vote of the members.

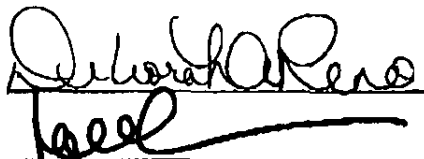
ARTICLE IX - MEMBERS' RIGHT TO CONTINUE BUSINESS


The members remaining after the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or any other event which terminates the membership of a member, have the right to continue the business of this limited liability company subject to approval by unanimous vote of the remaining members; provided that at least two members remain.

ARTICLE X - AMENDMENT

This limited liability company reserves the right to amend, alter or repeal any provisions contained in these Articles of Organization in accordance with the Florida Limited Liability Company Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 10 day of Jan., 2008.


Deborah A. Reno


PATRICIA FLUXMAN
Authorized Representative of the Members

FLUXMAN
8010 PONCE DE LEON ROAD
MIAMI, FL 33143

To Whom It May Concern:

I, **PATRICIA FLUXMAN**, President of Capretto South, LLC do hereby agree that in the event that the Capretto South, Inc. acquisition fail to successfully result, the Capretto South, LLC corporation shall be immediately dissolved.

Signed this 10 day of January, 2008.


PATRICIA FLUXMAN, President

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

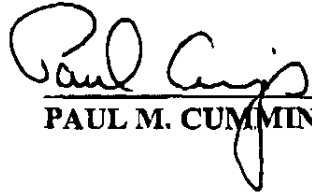
The name of the limited liability company is **CAPRETTO SOUTH, L.L.C.**

The name and address of the registered agent and office is:

**Paul M. Cummings
1428 Brickell Avenue, Suite 400
Miami, FL 33131**

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 positions as registered agent.

Date: January 14, 2008



PAUL M. CUMMINGS