Feb 14 2008 5:43PM CSH SERVICES 15612422812 p.1

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FLORIDA/FOREIGN LIMITED LIABILITY CO.

LEVINE GROUP II, LLC

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H08000040048 3

ARTICLES OF ORGANIZATION FOR A FLORIDA LIMITED LIABILITY COMPANY

In compliance with Chapter 608, F.S.

ARTICLE I NAME

The name of the Limited Liability Company is:

LEVINE GROUP II, LLC

ARTICLE II ADDRESS

The street address of the principal office of the Limited Liability Company is:

3538 N HARBOR CITY BLVD

MELBOURNE, FLORIDA 32935

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ARTICLE III REGISTERED AGENT, REGISTERED OFFICE & REGISTERED AGENT SIGNATURE

The name and the Florida street address of the registered agent is:

SHARON LEVINE

3538 N HARBOR CITY BLVD

MELBOURNE, FLORIDA 32935

Having been named as registered agent 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 registered agent as provided for in Chapter 608, F.S..

X _____

SHARON LEVINE / Registered Agent's Signature

ARTICLE IV MANAGEMENT

The Limited Liability Company is to be managed by one or more members and is, therefore a Member Managed Company.

H08000040048 3

PAGE 2 LEVINE GROUP II, LLC

ARTICLE V MEMBERS (optional)

MANAGING MEMBER:

SHARON LEVINE

3538 N HARBOR CITY BLVD

MELBOURNE, FLORIDA 32935

MANAGING MEMBER:

SAM LIBERTO

3538 N HARBOR CITY BLVD

MELBOURNE, FLORIDA 32935

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X _____

Signature of a member or an authorized representative of a member

(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.

SHARON LEVINE

Typed or printed name of signee