

**Electronic Articles of Organization
For
Florida Limited Liability Company**

**L08000024453
FILED 8:00 AM
March 07, 2008
Sec. Of State
nculligan**

Article I

The name of the Limited Liability Company is:

RIVER PHOENIX APOGEE LLC

Article II

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

CORTRUST RE. PFUGSTRASSE 10
VADUZ, LI. LI FL-94-90

The mailing address of the Limited Liability Company is:

CORTRUST RE. PFUGSTRASSE 10
VADUZ, LI. LI FL-94-90

Article III

The purpose for which this Limited Liability Company is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

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

LEGAL ASSETS, INC.
1401 BRICKELL AVENUE
SUITE 700
MIAMI, FL. 33131

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 registered agent.

Registered Agent Signature: RICHARD M. ZELMAN

Article V

The name and address of managing members/managers are:

Title: MGR
RIVER PHOENIX APOGEE CORP.
CORTRUST RE. PFUGSTRASSE 10
VADUZ, LI. FL-94-90 LI

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Signature of member or an authorized representative of a member

Signature: RICHARD M. ZELMAN