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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

EFFECTIVE DATE  
5/14/08

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FLORIDA/FOREIGN LIMITED LIABILITY CO.

artecity management llc

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ARTICLES OF ORGANIZATION  
OF  
ARTECITY MANAGEMENT LLC

ARTICLE I - NAME

The name of the Limited Liability Company is ARTECITY MANAGEMENT LLC (the "Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company is: 119 Washington Avenue, Suite 101, Miami Beach, Florida 33139.

ARTICLE III - DURATION

The period of duration for the Company shall be perpetual.

ARTICLE IV - MANAGEMENT

The Company will be a manager-managed Company.

ARTICLE V - EFFECTIVE DATE

The effective date of formation of the Company is May 14, 2008.

IN WITNESS WHEREOF, the undersigned representative of the Members has executed these Articles of Organization this May 14, 2008.

  
\_\_\_\_\_  
Norman S. Weider, Esq.

Preparer:  
Norman S. Weider, Esq.  
100 S.E. 2d Street, #3950  
Miami, FL 33131  
Phone: (305) 371-6338 - Florida Bar No. 150388

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

- 1. The name of the limited liability company is: **ARTECITY MANAGEMENT LLC**
- 2. The name and address of the registered agent and office is:

Norman S. Weider, Esq.  
100 S.E. 2nd Street  
Suite 3950  
Miami, Florida 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 PROPERTY AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

*Norman S. Weider*  
NORMAN S. WEIDER, ESQ.

DATE: May 14, 2008

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