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ARTICLES OF ORGANIZATION OF

BEXAR VENTURES, LLC

The undersigned hereby executes these Articles for the purpose of forming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. The undersigned further declares that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company (the "Company").

ARTICLE I

NAME

The name of the Company shall be Bexar Ventures, LLC

ARTICLE II

PRINCIPAL PLACE OF BUSINESS

The mailing address and street address of the principal office of the Company are 3800 Galt Ocean Drive, Apt. 703, Fort Lauderdale, Florida 33308.

ARTICLE III

REGISTERED OFFICE AND REGISTERED AGENT

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

M & W Agents, Inc. 2101 Corporate Blvd., Suite 107 Boca Raton, FL 33431

By execution hereof, the registered agent accepts the appointment as registered agent and agrees to act in this capacity.

Registered Agent's Signature

Robert A. Chaves, Esq.

Gutter Chaves Josepher Rubin Forman Fielsher P.A.

2101 Corporate Blvd., Suite 107

Boca Raton, Florida 33431

(561) 998-7847

Fla. Bar No. 283525

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ARTICLE IV

DURATION

The Company shall commence upon filing of these Articles and shall continue in perpetuity unless sooner terminated by operation of law or agreement among the Company's members.

-000-

The undersigned, being an original member of the Company, hereby certifies that the foregoing constitutes the Articles of Organization of Bexar Ventures, LLC.

MEMBER:

CHAITANYA RAJANI

F:\WPDATAvac\Rajam\Bexar Ventures LLC\Now Articles of Organization (managed by manager) wpd

SECSEJÄRY OF STATE

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