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November 8, 1996

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

900002002473--1
-11/13/96--01072--002
*****35.00 *****35.00

Re: Florida Marketing & Sales Group, LC
a Florida limited liability company
Our File No. 2092-9

900002002473--1
-11/13/96--01072--003
*****302.50 *****302.50

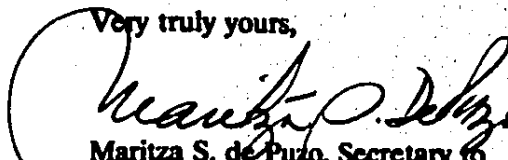
Dear Ladies/Gentlemen:

In connection with the above referenced entity, enclosed are one original and one copy of the following documents:

1. Affidavit;
2. Articles of Organization; and
3. Acceptance of Service as Registered Agent.
4. Our firm's check in the amount of \$302.50 representing filing fee and certified copy and a check in the amount of \$35.00 representing the filing fee for the Acceptance of Service.

Please call me if you have any questions or comments. Thank you for your prompt attention to this matter.

Dmc
11/14/96

Very truly yours,

Maritza S. de Puzo, Secretary to
Frederick Woodbridge, Jr.

95 NOV 12 AM 10:00
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

FLORIDA MARKETING & SALES GROUP, L.C.

FILED

96 NOV 12 AM 10:02

The undersigned, desiring to form a Limited Liability Company under and pursuant to Chapter 608, Florida Statutes, entitled the Florida Limited Liability Company Act (the "Act"), does hereby adopt the following Articles of Organization for such Company:

1. **Name.** The name of its limited liability company is FLORIDA MARKETING & SALES GROUP, L.C. (the "*Company*").
2. **Duration.** The Company shall exist from the date of filing of these Articles of Organization with the Department of State until the earlier of (i) thirty (30) years from the date of filing or (ii) the occurrence of any of the events specified in Florida Statutes Section 608.441, unless continued by the unanimous consent of all of the remaining members.
3. **Purpose.** The Company is organized for the purpose of transacting all lawful activities and businesses that may be conducted by a limited liability company under the laws of Florida.
4. **Registered Agent and Office.** The name of the initial registered agent of the Company is Frederick Woodbridge, Jr., c/o Baur, Miller & Webner, P.A. The street address of the initial registered agent of the Company is New World Tower, 21st Floor, 100 N. Biscayne Boulevard, Miami, Florida 33132-2306.
5. **Place of Business and Principal Office.** The Company's place of business is c/o Baur, Miller & Webner, P.A., New World Tower, 21st Floor, 100 North Biscayne Boulevard, Miami, Florida 33132-2306.
6. **Contributions to the Company.** The total amount of cash initially contributed to the Company by each member is as follows: Dr. Darius Ahrabian: \$1,998.00; Florida Property Sales & Marketing Group, Inc: \$200. No additional contributions have been agreed upon.
7. **Additional Members.** The members shall not have the right to admit additional members to the Company except as otherwise provided in the Company's Operating Agreement.
8. **Termination of Membership.** Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event that terminates the continued membership of a member in the Company, the Company shall be dissolved unless the remaining members, by the procedures specified in the Company's operating Agreement, consent to continue the business of the Company.
9. **Management of the Company.** The business of the Company shall be managed by its members in proportion to their contributions to the capital of the Company as adjusted

from time to time properly to reflect any additional contributions or withdrawals by the members. The names and addresses of the initial managing members are as follows:

Name	Address
Dr. Darius Ahrabian	c/o Baur, Miller & Webner, P.A. 100 N. Biscayne Blvd., 21 st FL Miami, FL 33132-2306
Florida Property Sales & Marketing Group, Inc.	c/o Baur, Miller & Webner, P.A. 100 N. Biscayne Blvd., 21 st FL Miami, FL 33132-2306

10. **Regulations.** At the time of executing these articles of organization, the members of the Company shall adopt an Operating Agreement containing all provisions for the regulation and management of this company not inconsistent with law or these articles. The power to alter, amend or repeal the Operating Agreement shall be vested in the members of this Company if decided by majority vote.

11. **Date of Existence of the Company.** The existence of the Company shall commence on the date of filing the Articles of Organization with the Florida Department of State.

12. **Transfer of Interest.** No member shall have the right to transfer any interest in the Company without the unanimous written agreement of all the members. If the non-transferring members do not approve the transfer, the transferee of the interest of the transferring member shall have no right to become a member or to participate in the management of the business and the affairs of the Company. The transferee shall be entitled to receive only the share of profits or other compensation by way of income, and the return of contributions to which the transferring member otherwise would be entitled by virtue of membership.

13. **Certificated Interests.** The members' interests in the Company may be evidenced by certificates.

14. **Amendments.** These articles, except with respect to the vested rights of the members, may be amended from time to time by a majority in interest of the members of the Company. All members of the Company agree to abide by the majority decision and agree to sign the certificate of amendment corresponding to such amendments for the purpose of filing with the Florida Department of State, consistent with the Act.

The undersigned, as member of the Company, executed these Articles of Organization effective as of the 5th day of November, 1996.

Florida Property Sales & Marketing Group, Inc.:

By: 
Darius Ahrabian, President

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this _____ day of November, 1996, by Dr. Darius Ahrabian, President of Florida Property Sales & Marketing Group, Inc., a Florida corporation, on behalf of the corporation.

He is personally known to me.

He has produced identification.

Type:

and did / did not take an oath.





NOTARY PUBLIC
State of Florida at Large
Commission No.

My Commission Expires:

FILED

96 NOV 12 11:10:02

CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

AFFIDAVIT

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, he undersigned authority, personally appeared Darius Ahrabian, authorized representative of Florida Property Sales & Marketing Group, Inc, a Florida corporation, of c/o Baur, Miller & Webner, P.A., Attn: Frederick Woodbridge, Jr, Esq, 100 N. Biscayne Blvd., 21st FL, Miami, FL 33132-2306, who, having been first duly sworn, deposes and says:

1. Affiant is representative of Florida Property Sales & Marketing Group, Inc, a member of FLORIDA MARKETING & SALES GROUP, L.C, a Florida limited liability company in formation (the "Company").

2. The Company has two (2) members.

3. The total amount of cash initially contributed to the Company by each member is as follows:


Florida Property Sales & Marketing Group, Inc.	\$ 200
Darius Ahrabian	\$ 1,998.00

4. Property other than cash has not been contributed to the Company by the members:

5. No additional contributions have been agreed upon.

This affidavit is made and given by affiant as representative of Florida Property Sales & Marketing Group, Inc, member of the Company, in accordance with Section 608.407 (2) of the Florida Limited Liability Company Act, with full knowledge of applicable Florida laws regarding sworn affidavits and the penalties and liabilities resulting from false statements and misrepresentations therein.

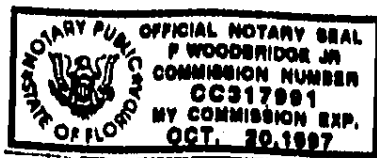
FURTHER AFFIANT SAYETH NAUGHT.



Darius Ahrabian, as Representative of
Florida Property Sales & Marketing Group,
Inc, a Florida corporation

The foregoing instrument was acknowledged before me this 5th day of November, 1996, by DARIUS AHRABIAN, as Representative of Florida Property Sales & Marketing

Group, Inc., a Florida corporation, who is personally known to me and did not take an oath.



NOTARY PUBLIC
State of Florida at Large
Commission No.
My Commission Expires:

FLORIDA MARKETING & SALES GROUP, LC.
ACCEPTANCE OF SERVICE AS REGISTERED AGENT

FILED

96 NOV 12 11:10:02

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, **FREDERICK WOODBRIDGE, JR.**, having been named as registered agent to accept service of process for the above-named limited liability company, at the registered office designated in the Articles of Organization, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 608.415, Florida Statutes.

DATED this 8th day of November, 1996.



FREDERICK WOODBRIDGE, JR.


STATE OF FLORIDA)
) SS
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 8th day of November, 1996, by Frederick Woodbridge, Jr.,

___ who has produced the following as identification:

who is personally known to me

and ___ did / ___ did not take an oath.


NOTARY PUBLIC
State of Florida at Large
Commission No.

My Commission Expires:

