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LOS ANGELES, CA 90067-2326

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**L9700000046**

BY FEDERAL EXPRESS

Florida Secretary of State  
409 East Gaines Street  
Tallahassee, FL 32399

Attn: New Filing

Re: Limited Liability Companies/Limited Partnerships

Dear Sir or Madame:

Enclosed please find the originals and a copy of the following documents:

1. Articles of Organization for the formation of a Florida Limited Liability Company, along with the Acceptance of Appointment as Registered Agent, and Affidavit of Membership and Contributions.

2. Check in the amount of \$285 for the filing fees.

Please file the originals and return the copy with your file stamp. I am not requesting certified copies, only a conformed copy with your file stamp.

Importantly, please call me to confirm that the enclosed documents have been filed and the limited liability company formed.

Also enclosed are the originals and a copy of the following documents:

1. Certificate of Limited Partnership for the formation of a Florida Limited Partnership, along with the Acceptance of Appointment as Registered Agent, and Affidavit of Capital Contributions.

2. Check in the amount of \$1,785 for the filing fees.

3. An extra copy of this letter.

*Attn: Change OK. to insert page without original signature*

*1/9/97*

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Florida Secretary of State  
January 8, 1997  
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After you have filed the limited liability company documents, please deliver the limited partnership documents to their filing department so that they may be filed.

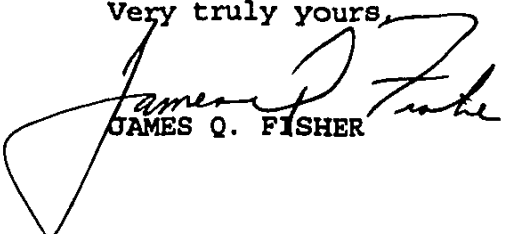
Please ask them to file the originals and return the copy with their file stamp. I am not requesting certified copies, only a conformed copy with the file stamp.

Importantly, please ask them also to call me to confirm that the enclosed documents have been filed and the limited partnership formed.

If there are any problems or questions, please call me.

Thank you for your courtesy and cooperation.

Very truly yours,



JAMES Q. FISHER

Enclosures

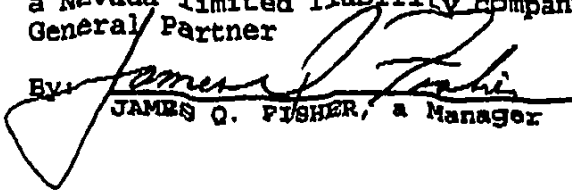
ARTICLES OF ORGANIZATION  
OF  
12955 NW 7TH AVE, L.C.,  
a Florida limited liability company

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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1. The name of the limited liability company is 12955 NW 7TH AVE, L.C.
2. The period of duration of the limited liability company shall commence upon the filing of these Articles of Organization and shall terminate on the 99th anniversary of such date.
3. The mailing address and the street address of the principal office of the limited liability company is:  
  
419 West 49th Street, #106  
Hialeah, Florida 33012-3602
4. The name and street address of the initial registered agent of the limited liability company are:  
  
7800 NE 2ND AVE, L.C.  
a Florida limited liability company  
419 West 49th Street, #106  
Hialeah, Florida 33012-3602
5. The members of the limited liability company may admit additional members only as, and to the extent, provided for in the regulations, as amended from time to time, of the limited liability company.
6. Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company, the remaining members may continue the business of the limited liability company only as, and to the extent, provided for in the regulations, as amended from time to time, of the limited liability company.
7. Except as otherwise set forth in the Regulations of the limited liability company, the limited liability company shall be managed by three (3) managers. The names and addresses of each of the initial managers of the limited liability company are set forth on Exhibit "A" to these Articles of Organization, and said Exhibit "A" constitutes a part of these Articles of Organization.

Date: January 8, 1997 Member: RJR ENTERPRISES LIMITED PARTNERSHIP  
a Nevada limited partnership  
By: RJR ENTERPRISES, LLC,  
a Nevada limited liability company  
General Partner

By:   
JAMES Q. FISHER, a Manager

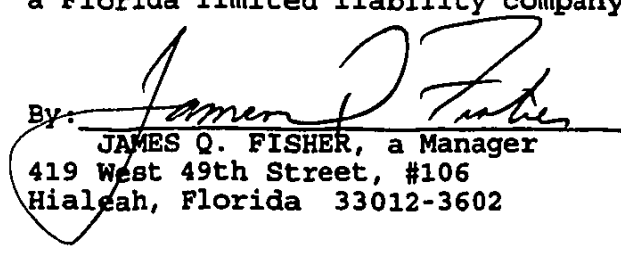
This instrument prepared by:  
George J. Alboun, Esquire  
Florida Bar No. 000948  
420 Lincoln Road, Suite 318  
Miami Beach, FL 33139-3014  
Telephone: 305-531-3469

**ACCEPTANCE OF APPOINTMENT  
AS REGISTERED AGENT**

The undersigned, who has been designated in the foregoing articles of organization as registered agent for the limited liability company therein named, hereby agrees that it will accept service of process for and on behalf of said limited liability company and that it will comply with any and all laws relating to the complete and proper performance of the duties and obligations of a registered agent of a Florida limited liability company.

Date: January 8, 1997

7800 NE 2ND AVE, L.C.  
a Florida limited liability company

By: 

JAMES Q. FISHER, a Manager  
419 West 49th Street, #106  
Hialeah, Florida 33012-3602

**EXHIBIT "A"**

**NAMES AND ADDRESSES OF THE MANAGERS**

RONALD P. FISHER  
1801 Century Park East #2400  
Los Angeles, CA 90067-2326

JAMES Q. FISHER  
1801 Century Park East #2400  
Los Angeles, CA 90067-2326

RICHARD J. FISHER  
1801 Century Park East #2400  
Los Angeles, CA 90067-2326

### AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

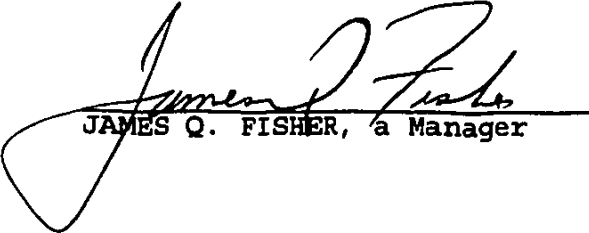
The undersigned, a manager of the limited liability company being created pursuant to the Articles of Organization to which this Affidavit is attached, hereby deposes and says as follows:

1. The limited liability company has at least two (2) members.

2. The aggregate amount of cash and other property contributed and anticipated to be contributed to the limited liability company by its members is \$2,500.

Upon penalties of perjury, I declare that I have read the foregoing and the facts alleged are true, to the best of my knowledge and belief.

Date: January 8, 1997

  
JAMES Q. FISHER, a Manager

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TALLAHASSEE FLORIDA