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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: CEPHAS ASSOCIATES, L.C.

AUDIT NUMBER.....H97000003409

DOC TYPE.....LIMITED LIABILITY COMPANY

CERT. OF STATUS..0

PAGES..... 6

CERT. COPIES.....1

DEL.METHOD.. FAX

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ARTICLE OF ORGANIZATION
FOR
CEPHAS Associates, L.C.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WE, the undersigned subscribers to these Article of Organization, each a natural person competent to contract, hereby associate ourselves together in order to form a Limited Liability Company under the provisions of Section 608 of the Florida Statutes, with all the powers, rights, privileges, and immunities; and to that end we do, by these Articles, set forth:

ARTICLE I - Name

The name of this Limited Liability Company shall be: CEPHAS Associates, L.C.

ARTICLE II - Address

The mailing address of the principal office of the Limited Liability Company is 10621 North Kendall Drive, Suite 211, Miami, Florida 33176.

ARTICLE III - Duration

This Limited Liability Company shall have perpetual existence.

ARTICLE IV - Management

The Limited Liability Company is to be managed by members and the names and addresses of the managing member(s) is/are:

Name:

Address:

Seung H. Kim

10621 N. Kendall Drive, Suite 211
Miami, Florida 33176

Sunhee Kim

10621 N. Kendall Drive, Suite 211
Miami, Florida 33176

Prepared by:
Alexander G. Cubas, Esq.
F.B.N. 0070742
10621 N. Kendall Drive, Ste 208
Miami, Florida 33176
(305) 595-5553

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ARTICLE V - Admission of Additional Members

The members of the limited liability company shall have the right to admit additional members by a majority decision of existing members.

ARTICLE VI - Members Rights to Continue Business

The remaining members of the Limited Liability Company shall have the right to continue the business on 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 upon a majority vote of existing members.

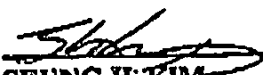
ARTICLE VII - Registered Office and Agent

The name of the initial registered agent is Alexander G. Cubas, Esquire, and his address is 10621 N. Kendall Drive, Suite 208, Miami, Florida 33176.

ARTICLE VIII - Indemnification

This Limited Liability Company shall indemnify any Manager or Member, or any former Manager or Member, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization, this 26th day of February, 1997.

 (L.S.)
SEUNG H. KIM,
Member

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ACKNOWLEDGMENT

STATE OF FLORIDA)

COUNTY OF DADE)

BEFORE ME, the undersigned authority, a Notary Public in and for the State of Florida, duly qualified and commissioned by the Governor and Secretary of State of Florida, personally appeared **SEUNG H. KIM**, _____ personally known, or who produced the following identification K 500-788-59-362-0, to be the person(s) described herein as subscribers and who executed the foregoing **ARTICLES OF ORGANIZATION**, and they acknowledged before me that they executed and subscribed the same.

IN TESTIMONY WHEREOF, I have hereunto set my hand and attached my official seal of office this 26 day of February, 1997, in the City of Miami, County of Dade, in the State of Florida.



NOTARY PUBLIC, State of Florida.

My Commission Expires:



Alexander G. Ouzon
My Commission 00672369
Expires Jul. 29, 2000

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CEPHAS Associates, L.C.

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE AND REGISTERED AGENT, IN THE STATE OF FLORIDA.

IN COMPLIANCE WITH FLORIDA STATUTES §608.415, THE FOLLOWING IS SUBMITTED:

1. The name of the Limited Liability Company is: CEPHAS Associates, L.C.
2. The name and address of the registered agent and office is:

Alexander G. Cubas, Esquire
10621 North Kendall Drive, Suite 208
Miami, Florida 33176

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ACCEPTANCE

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.

DATED this 26th day of February, 1997.

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by:



ALEXANDER G. CUBAS, ESQ.
Registered Agent

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of CEPHAS

Associates, L.C., Deposes and says:

1. The above named limited liability company has at least two members.
2. The total amount of cash contribution by the member(s) is \$ 10,000.00
3. If any, the agreed value of property other than cash contributed by member(s) is \$ 0.00
A Description of the property is attached and made a part hereto.
4. The amount of cash or property anticipated to be contributed by member(s) is \$ 10,000.00
5. The total amounts of 2, 3 and 4 is \$ 20,000.00


SEUNG H. KIM

Member

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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