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GABLES, FL 33134 - (305) 445-2700

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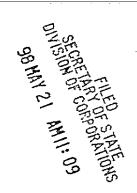
CORPORATION NAME(S) &	DOCUMENT	NUMBER(S)	(if known):
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THER FILINGS	REGISTRATION/ QUALIFICATION	30000253104	
Annual Report	Foreign	-U5/21/9801009 ****285.00 ***	
Fictitious Name	Limited Partnership	. 1	
Name Reservation			
	Reinstatement	1/2/42	
	Trademark	1 /21/97	

ARTICLES OF ORGANIZATION

OF

PROTRADE GROUP, L.C.



The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE 1 - NAME

The name of the limited liability company shall be PROTRADE GROUP, L.C., ("Company").

ARTICLE 2 - ADDRESS

The principal place of business of the Company in Florida shall be 5550 Glades Road, Suite 200, Boca Raton, Florida 33486 and the mailing address shall be 2300 West Sample Road, Suite 202, Pompano Beach, Florida 33073.

ARTICLE 3 - EFFECTIVE DATE

These Articles of Organization shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 4 - DURATION

Subject to the provisions of Article 10, the Company's existence shall terminate no later than 30 years from its date of commencement, unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE 5 - PURPOSES AND POWERS

The general purpose for which the Company is organized is to and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.



ARTICLE 6 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Company is AmeriLawyer® Chartered, at 343 Almeria Avenue, Coral Gables, Florida 33134. The name and address of the registered agent of this Company is AmeriLawyer® Chartered, 343 Almeria Avenue, Coral Gables, Florida 33134.

ARTICLE 7 - MANAGEMENT

The Managers of the Company shall be:

Operating Manager:

Keith Aronoff

Vice Operating Manager: Jared Shaw

Secretary:

Donald Motschwiller

Treasurer:

Keith Aronoff

whose addresses shall be the same as the mailing address of the Company.

ARTICLE 8 - ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and upon such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE 9 - TERMINATION OF EXISTENCE

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there are at least two remaining members.

ARTICLE 10 - MANAGEMENT

The Company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The name and address of the members of the Company are:

Keith Aronoff 6624 Northwest 99 Avenue Parkland, Florida 33076 Jared Shaw 9016 Villa Portofino Circle Boca Raton, Florida 33496

Donald Motschwiller 2 Horsehill Road Brookville, New York 11545

IN WITNESS WHEREOF, The undersigned, an authorized representative of the members, has made and subscribed these Articles of Organization at Coral Gables, Florida, for the foregoing uses and purposes, this May 20, 1998.

Elsie Sanchez, Authorized Representative of the Members

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF ORGANIZATION

AmeriLawyer® Chartered, having a business office identical with the registered office of the Company name above, and having been designated as the Registered Agent in the above and foregoing Articles of Organization, is familiar with and accepts the obligations of the position of Registered Agent under Section 608.4155, Florida Statutes and other applicable Florida Statutes.

AmeriLawyer® Chartered

Natalla Utrera, Vice President

ARTLIMES

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF PROTRADE GROUP

The undersigned member or authorized representative of a member of PROTRADE GROUP, LLC deposes and says:

- 1. the above named limited liability company has at least two members.
- 2. the total amount of contributions of the member(s) to PROTRADE GROUP, LLC is as follows:

2.1 Cash:

\$500.00

2.2 Property:

\$ 0.00

A description of the property is attached and made a part hereof.

2.3 Promissory Note:

\$0.00

2.4 Services Rendered:

\$0.00

3. the total amount of other obligations to contribute to PROTRADE GROUP, LLC is as follows:

3.1 Cash:

\$0.00

3.2 Property:

\$0.00

A description of the property is attached and made a part hereof.

3.3 Services to be Performed:

\$0.00

Signature of a member or authorized representative

(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.)

PROPERTY EXHIBITS

Description of the Property Listed in 2.2 of the Affidavit of Membership and Contributions of PROTRADE GROUP, L.C. is as follows:

Description of the Property Listed in 3.2 of the Affidavit of Membership and Contributions of PROTRADE GROUP, L.C. is as follows: