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FLORIDA DIVISION OF CORPORATIONS

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CONTACT: ASTRID BUTTARI

PHONE: (305) 376-6023

FAX #:

(305) 376-6010

NAME: WINGS CONSULTING GROUP LLC

AUDIT NUMBER.....H98000012870

DOC TYPE.....LIMITED LIABILITY COMPANY

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98-1031

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**ARTICLES OF ORGANIZATION  
OF  
WINGS CONSULTING GROUP LLC**

The undersigned, for the purpose of forming a limited liability company under the laws of Florida, hereby adopts the following Articles of Organization:

**Article I**  
**Name**

The name of the limited liability company is WINGS CONSULTING GROUP LLC.

**Article II**  
**Duration**

This Company shall exist on the date of filing of these Articles with the Secretary of State of the State of Florida. The duration of the Company shall be perpetual.

**THIS DOCUMENT PREPARED BY:**

Mark J. Scheer, Esq.  
Gunster, Yoakley, Valdes-Fauli  
& Stewart, P.A.  
Suite 3400 - One Biscayne Tower  
2 South Biscayne Boulevard  
Miami, Florida 33131  
Tel: (305) 376-6040

Florida Bar No.: 0710430

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Article IIINature of Business and Mailing Address

This Company is organized for the purpose of transacting any or all lawful business. The mailing address and the street address of the Company's initial principal office is c/o Richard J. Bischoff, Esq., 2 South Biscayne Boulevard, Suite 3400, Miami, Florida 33131.

Article IVInitial Registered Office and Agent

The street address of the initial registered office of this Company is One Biscayne Tower Suite 3400, 2 South Biscayne Boulevard, Miami, Florida 33131, and the name of the initial registered agent of this Company at that address is Valdes-Fauli Corporate Services, Inc..

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Article VShare Certificates

Each Member's interest in the Company shall be evidenced by a membership or share certificate. The amount of capital which the initial sole Member has committed as her initial capital contribution is Two hundred Fifty Dollars (\$250.00). Additional capital contributions may be received and additional shares issued at such times and in such amounts as may be determined and allowed as provided in the Company's Regulations.

Article VIAddition of New Members

New owners who take their interest directly from the Company will be admitted as Members. New owners who take their interest by assignment, inheritance, or operation of law will be admitted only with the unanimous consent of all Members or as otherwise provided in the Regulations of the Company.

Article VIIContinuation on Death, Retirement, Etc. of Members

The remaining Members of the limited liability company will have the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or occurrence of any other event which terminates the continued Membership of a Member in this Company. The Company shall terminate upon the consent of all Members or as otherwise provided in accordance with the terms of the Regulations.

FAX AUDIT NO.:  
H98000012870Article VIII  
Management

(a) Number. This Company shall initially be managed by one (1) manager. The number of managers may be increased or diminished from time to time by the Members. The managers hereby appointed by the members shall serve until the first annual meeting of the members, or until their successors are elected and qualify.


(b) Initial Manager. The names and street addresses of the initial manager of the company are:

<u>Names</u>	<u>Street Addresses</u>
Connie Bischoff	6500 Riviera Drive Coral Gables, FL 33146

Article IX  
Amendment

This Company reserves the right to amend or repeal any provision contained in these Articles of Organization, and any right conferred upon the members is subject to this reservation.

IN WITNESS WHEREOF, the undersigned authorized representative of the sole member has executed these Articles the \_\_\_ day of July, 1998.


  
RICHARD J. BISCHOFF, Authorized  
Representative

STATE OF FLORIDA       ]  
                                  ] ss.:  
COUNTY OF MIAMI-DADE ]

The foregoing instrument was acknowledged before me this 10 day of July, 1998 by RICHARD J. BISCHOFF, who has produced as identification \_\_\_\_\_ or is personally known to me.

My Commission Expires:

  
Notary Public, State of Florida at Large

 JULIE A. S. WILLIAMSON  
COMMISSION # CC 408654  
EXPIRES SEP 20, 1998  
BONDED THRU  
ATLANTIC BONDING CO., INC.

FAX AUDIT NO.:  
H98000012870

**ACCEPTANCE BY REGISTERED AGENT**

Having been named to accept service of process for the above stated Limited Liability Company, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Valdes-Fauli Corporate Services, Inc.

By:   
Richard J. Bischoff, Esq., Vice President

Dated: July \_\_, 1998

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FAX AUDIT NO.:  
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 ) : SS  
COUNTY OF MIAMI-DADE )

BEFORE ME, a Notary Public, personally appeared CONNIE BISCHOFF ("Affiant"), the sole initial member of WINGS CONSULTING GROUP LLC, a limited liability company ("WINGS"), who, deposes and states that:

1. WINGS has at least one member.
2. The total initial capital contributions and anticipated capital of the initial member of WINGS is Two Hundred Fifty Dollars (\$250.00).
3. Except for the cash stated in No. 2 above, there shall be no property contribution made, or anticipated to be contributed, by the members.

FURTHER AFFIANT SAYETH NAUGHT.

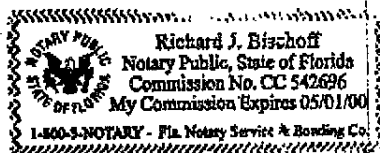
*Connie Bischoff*  
\_\_\_\_\_  
CONNIE BISCHOFF

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The foregoing instrument was acknowledged before me this 10<sup>th</sup> day of July, 1998, by CONNIE BISCHOFF, who is personally known to me or has produced \_\_\_\_\_ as identification.

*Richard J. Bischoff*  
\_\_\_\_\_  
Notary Public, State of Florida at Large

My Commission Expires:



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