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TO: DIVISION OF CORPORATIONS

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FROM: FILINGS, INC.

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CONTACT: TERESA ROMAN PHONE: (850)385-6735
(850)561-1025

FAX #:

NAME: 157 EAST BREVARD CORPORATION, LLC AUDIT NUMBER.....H98000014758 DOC
TYPE.....LIMITED LIABILITY COMPANY CERT. OF STATUS..0
PAGES..... 5 CERT. COPIES.....1 DEL.METHOD.. FAX EST.CHARGE..
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**ARTICLES OF ORGANIZATION
OF
157 EAST BREVARD CORPORATION, LLC**

We, the undersigned as organizers of a limited liability company, under the Florida Limited Liability Company Act, adopt the following Articles of Organization for such limited liability company:

ARTICLE I - NAME

The name of the limited liability company is
157 EAST BREVARD CORPORATION, LLC

ARTICLE II - DURATION

The period of duration of this limited liability company shall be perpetual.

ARTICLE III - PRINCIPAL OFFICE

The address of the principal office of this limited liability company is 822 Sarno Road, Unit 3, Melbourne, Florida 32935, and the mailing address shall be the same.

ARTICLE IV - REGISTERED AGENT AND OFFICE

The name of the initial registered agent within Florida is Don Sternberg, and the street address is 822 Sarno Road, Unit 3, Melbourne, Florida 32935.

Prepared by:
Law Offices of Tracy Hauck, P.A.
525 East Strawbridge Ave., Suite 5
Melbourne, Florida 32901
Fla. Bar No.: 0091286
407-953-5400

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ARTICLE V - PURPOSE

The purpose of the Company is to engage in any lawful act or activity for which a limited liability company may be organized under Section 608, Florida Statutes.

ARTICLE VI - ORGANIZER

The organizer of the Company is Don Sternberg, whose address is 822 Sarno Road, Unit 3, Melbourne, Florida 32935 and who is a natural person at least eighteen (18) years old.

ARTICLE VII - MEMBERS

This limited liability company has two (2) members whose names and addresses are:

Don Sternberg
822 Sarno Road
Unit 3
Melbourne, Florida 32935

Michael Sternberg
822 Sarno Road
Unit 3
Melbourne, Florida 32935

No additional members shall be admitted unless all members, (including any additional members other than original members) shall unanimously agree, and on such terms and conditions as shall be agreed unanimously.

The death, retirement, resignation, expulsion, bankruptcy or dissolution of any member, or the occurrence of any event which terminates the continued membership of a member of this limited liability company, shall terminate this company, unless the remaining members shall unanimously agree to continue the business of the company, in which event, this company shall not so terminate.

This company is managed exclusively by managers, and members have no authority to bind it.

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ARTICLE VII - MANAGEMENT

The management of the company is reserved to the members of the company, in proportion to their contributions to the capital of the limited liability company. The power to adopt, after, amend or repeal the regulations of the limited liability company shall be vested in the members of the company.

The names and addresses of the managing members are:

Don Sternberg
822 Sarno Road
Unit 3
Melbourne, Florida 32935

Michael Sternberg
822 Sarno Road
Unit 3
Melbourne, Florida 32935

ARTICLE VIII - CONTRIBUTION

The initial contribution and the amount of cash contributed is \$ 50,000.00, and a description of property other than cash contributed by members is:

NONE

The total amount of cash or property anticipated to be contributed by members is \$921,000.00. This total includes amounts from cash contributions and the agreed value of the property contributed.

IN WITNESS WHEREOF, the undersigned Organizer has executed these Articles of Organization on this 4 day of August, 1998.

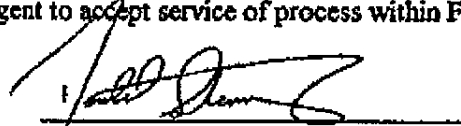

DON STERNBERG

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DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

In compliance with Section 608, Florida Statutes, the following is submitted:

First that **157 EAST BREVARD CORPORATION, LLC**, desiring to organize or qualify under the laws of the State of Florida, has named Don Sternberg, located at 822 Sarno Road, Unit 3, Melbourne, Florida 32935, as its agent to accept service of process within Florida.


DON STERNBERG

Having been named as registered agent and to accept service of process for **157 EAST BREVARD CORPORATION, LLC**, at the place designated in the Articles of Organization, 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: August 4, 1998.


DON STERNBERG

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of **157 EAST BREVARD CORPORATION, LLC.**, deposes and says:

1. The above named limited liability company has at least two (2) members.
2. The total amount of cash contributed by the members is \$50,000.00.
3. If any, the agreed value of property other than cash contributed by members is \$ 0.00. A description of the property is as follows:

NONE

4. The total amount of cash or property anticipated to be contributed by members is \$921,000.00. This total includes amounts from 2 and 3 above.

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.

DATED: August 4, 1998.


DON STERNBERG
Member

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